REQUEST FOR PROPOSAL
Addendum # 1

King County

Department Of Executive Services
Finance and Business Operations Division
Procurement and Contract Services Section
206-684-1681 TTY RELAY: 711

DATE ISSUED: September 19, 2006

RFP Title:	**Annual Audit for Metro Transit and/or Metro Water Quality Enterprises**
Requesting Dept./ Div.:	**King County Department of Executive Services – finance & Business Operations Division – Financial Management Section**
RFP Number:	**138-06RLD**
Corrected Due Date:	**September 26, 2006 – no later than 2:00 P.M.**
Buyer:	**Roy L. Dodman**, *roy.dodman@metrokc.gov* (206) 263-4266

This addendum is issued to revise the original Request for Proposal, dated August 3, 2006, as follows:

1. The proposal opening date **is corrected** via this addendum (to match the original advertisement date);: the correct date is Tuesday, September 26, 2006, no later than 2:00 p.m. exactly.

2. The sign-in sheet from the September 13, 2006 pre-proposal conference is available by contacting the buyer listed above. Please include your FAX number if you wish the document faxed to you.

3. Please note that the following changes are made to the original Request for Proposal (RFP) document related to additional requirement related to GAO's Yellow Book, *Government Auditing Standards*. Auditors performing work under generally accepted government audit standards (GAGAS), including planning, directing, performing field work, or reporting on an audit or attestation engagement under GAGAS, are required to maintain their professional competence through CPE. The requirements are that each auditor performing work under GAGAS should complete, every two years, at least 80 hours of CPE that directly enhance the auditor's professional proficiency to perform audits and /or attestation engagements.

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TO BE ELIGIBLE FOR AWARD OF A CONTRACT, THIS ADDEMDUM MUST BE SIGNED AND SUBMITTED TO KING COUNTY

Sealed proposals will only be received by:
King County Procurement Services Section, Exchange Building, 8th floor, 821 Second Avenue, Seattle, WA 98104-1598. Office hours: 8:00 a.m. - 5:00 p.m., Monday - Friday

Company Name		
Address		City / State / Postal Code
Signature	Authorized Representative/Title	
Email	Phone	Fax

This Request for Proposal – Addendum will be provided in alternative formats such as Braille, large print, audiocassette or computer disk for individuals with disabilities upon request.

3. cont'd

At least 24 of the 80 hours of CPE should be in subjects directly related to government auditing, the government environment, or the specific or unique environment in which the audited entity operates. At least 20 of the 80 should be completed in any one year of the two-year period. The RFP is updated for the following additional requirement:

Section II - D. Qualifications and Mandatory Requirements:

5. All staff involved on the engagement(s) shall meet GAO's Yellow Book, *Government Auditing Standards* for CPE requirements. For details on the Yellow Book CPE requirements, go to *http://www.gao.gov/*.

The following information is provided in response to questions received:

Q1: Could you please provide notification on whether there is a link on the County's website in order to review the Metro Transit and Water Quality 2005 financial statements? If not, how would I be able to receive a copy?

R1: There is not a link on the County's website for the 2005 financial statements. The County has copies in a .pdf format which can be sent electronically upon request; alternatively, the County can also send hard copies by mail. Please contact the buyer listed above if you wish to receive these materials.

Links to Metro Transit and Water Quality 2005 Financial Statements

Q2: Would you please explain what is meant by the requirement that firms proposing "Shall have national recognition and with a local office within the State of Washington, preferably within King County."

R2: This requirement speaks to three specific underlying elements being evaluated in the scoring criteria of the proposal: 1) the size of the proposing organization with its ability to staff and provide continuity of personnel during the audit, 2) the firm's resources available to King County in terms of governmental technical expertise related to the utility and transportation enterprises, and 3) the firm's past auditing experience with similar and equivalent governmental clients.

Q3: Request: We would like to see the 2005 financial statements; and the opinion on the 2005 financial statements, report on internal controls and management letter of recommendations issued by Deloitte & Touche for each entity.

R3: As noted in Question/Response item # 1, copies of the 2005 financial statements and the opinions are available in a .pdf format which can be sent electronically upon request; alternatively, we can send hard copies by mail. Please contact the buyer listed above if you wish to receive these materials.

The complete Letter of Recommendations, for each enterprise, is available in a .pdf format on request; alternatively, we can send hard copies by mail. Again, please request contact the buyer if you wish to receive this document.

Q4: Were there material weaknesses or reportable conditions in internal control noted in the report on internal control issued for either entity in 2005?

R4: a. King County Public Transportation Enterprise had no material weaknesses or reportable conditions.

b. The King County Water Quality Enterprise had the following material weakness/reportable condition:

REPORTABLE CONDITION/MATERIAL WEAKNESS

Accounting and Financial Reporting

Observation - Material errors were noted during the course of our audit which resulted in significant adjustments to the financial statements. While most of these errors were corrected (as noted below) and are properly reflected in the financial statements, the related internal controls were not adequately designed as the errors were not detected by Water Quality personnel in the ordinary course of preparation and review of the account details and reconciliations. The following is a summary of these adjustments:

Corrected errors:

1. To properly recognize deferred revenue related to the creation of the Rate Stabilization Fund in FY 2005 which had been recorded erroneously as 2005 revenue $14,500,000
2. To adjust for unrecorded reverse repurchase obligation 9,071,000
3. Adjustment to increase Lower Duwamish and Sediment Plan environmental remediation liabilities 3,398,000
4. Acquisition of land and land rights in 2006 that were recorded in 2005 4,350,000
5. Adjustment to capitalize certain construction projects and to expense certain discontinued construction projects 2,296,000
6. Unrecorded capital grants receivable from Washington State DOE 570,073
7. To record additional capitalized interest 608,000

Recommendation – Water Quality should implement a more rigorous process for reviewing account details and reconciliations, particularly at year-end. Account reconciliations and account analyses should be reviewed and approved by personnel with the requisite level of expertise. Ideally the process should prevent errors from occurring in the first place; however, in the event that an error does occur, the review process should insure that any such errors will be detected and corrected as a routine matter. Water Quality should also strengthen controls within the financial reporting and closing cycle to ensure that all necessary accruals and analyses are performed as needed.

King County Public Transportation Enterprise

Financial Statements for the Years Ended December 31, 2005 and 2004, and Independent Auditors' Report

KING COUNTY PUBLIC TRANSPORTATION ENTERPRISE

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Deloitte.

Deloitte & Touche LLP
Suite 3300
925 Fourth Avenue
Seattle, WA 98104-1126
USA

Tel: +1 206 716 7000
Fax: +1 206 965 7000
www.deloitte.com

INDEPENDENT AUDITORS' REPORT

King County Council
Seattle, Washington

We have audited the accompanying statements of net assets of King County Public Transportation Enterprise ("Metro Transit"), an enterprise fund of King County, as of December 31, 2005 and 2004, and the related statements of revenues, expenses, and changes in net assets and of cash flows for the years then ended. These financial statements are the responsibility of Metro Transit's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Metro Transit's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Metro Transit as of December 31, 2005 and 2004, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying management's discussion and analysis on pages 2 through 7 is not a required part of the basic financial statements but is supplementary information required by the Governmental Accounting Standards Board. This supplementary information is the responsibility of Metro Transit's management. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Deloitte & Touche LLP

June 26, 2006

The management of the King County Public Transportation Enterprise ("Metro Transit") offers readers of its financial statements this narrative overview and analysis of the financial activities for the fiscal years ended December 31, 2005 and 2004. It is intended to be read in conjunction with the financial statements, which follow this section.

FINANCIAL HIGHLIGHTS

During 2005, Metro Transit operated more than 3.6 million hours of bus service providing almost 101.2 million passenger trips throughout King County. In addition, Metro Transit provided more than 1.1 million passenger trips on its paratransit service and provided support to nearly 1.8 million trips taken in county-owned vanpool vehicles.

Metro Transit invested in its property, plant, and equipment during 2005 by continuing to expand the park-and-ride network with the construction of a parking garage at the new Issaquah Highlands Park & Ride lot, which opened in early 2006 and provides parking for 1,000 transit customers. In addition, expansion of maintenance capacity at the Atlantic/Central operating facility continued and construction of a new Communications Center, providing for secure 24/7 communication with the transit fleet, was completed during the year. Improvements to Downtown Seattle surface streets were made to ensure that the transit system operated effectively during the closure of the Downtown Seattle Transit Tunnel ("DSTT"), and work continued to retrofit the transit tunnel for future joint operations of buses and light rail. Finally, improvements were made to maintain the existing infrastructure to ensure continued, efficient, and reliable operations.

Metro Transit operates bus service under contract with the Regional Transit Authority ("Sound Transit"). During 2005 and 2004, this service represented 282.4 thousand and 263.8 thousand, respectively, of the hours operated. Service provided to Sound Transit represented 5.3 million of the passenger boardings in 2005 and 5.2 million in 2004. Metro Transit is reimbursed for these services. The amount of reimbursement totaled $27.3 million in 2005 and $24.9 million in 2004, both reflecting increased service levels and higher costs than in the previous years.

During 2005, Metro Transit experienced the effect of increased diesel prices, paying an average of $1.92 per gallon. This price represented a 62-cent increase over the original budgeted estimates and was 53 cents higher than the prior-year average resulting in additional expenditures of $7.2 million for the year.

In 2005, passenger boardings on Metro Transit service increased 1.7% from 2004 levels as a result of improved economic conditions in the metropolitan area. Increased passenger boardings resulted in increased fare revenue of $2.0 million or 2.6% from the prior year. In 2004, passenger boardings increased 2.8% and the fare revenue increased $3.5 million or 4.8% from the prior year's levels due to an improvement in local economic conditions.

On September 24, 2005, the DSTT was closed for a period of up to 24 months to retrofit the tunnel for the eventual joint operation of buses and light rail. The following accounting changes were made to account for the fact that this asset is not available to use by the transit system during the period of the closure.

Actions were taken to suspend depreciation on assets that are not being used while the DSTT is closed and to write off assets that will be disposed of during the retrofit process. Costs associated with the retrofit activities are being captured in the work-in-process account as incurred, and the value of the remaining assets will be adjusted when the work is completed. The closure of the DSTT results in more than 200 buses moving from the tunnel to operating on the surface streets in Downtown Seattle. In order to help ensure that the operating environment on the surface streets could support this additional activity, a number of capital improvements were made. These costs are being captured in the work-in-process account. Many of the improvements will remain (e.g., bus zone improvements; solar lighting at shelters) as enterprise capital assets.

On November 18, 2005, the Waterfront Streetcar operation was suspended from operation. The suspension of service is due to the need to relocate the maintenance facility for the line. The old facility, located near the south end of Myrtle Edwards Park, occupied land needed for the Seattle Art Museum's Olympic Sculpture Garden. A new maintenance facility is planned as part of a mixed-use development near Occidental Park. Actions were taken to suspend depreciation calculations for the assets that will be put back into service when the streetcar line reopens and to write off any assets that will not be used in future operations.

During 2005, Metro Transit continued to work with Sound Transit on the start-up activities associated with the Central Link Light Rail system, scheduled to begin operation in late 2008.

OVERVIEW OF THE FINANCIAL STATEMENTS

This discussion and analysis is intended to serve as an introduction to Metro Transit's basic financial statements. The basic financial statements are comprised of the comparative statements of net assets; statements of revenues, expenses, and changes in net assets; statements of cash flows; and the notes to the financial statements, which explain certain elements of the financial statements in greater detail.

REQUIRED FINANCIAL STATEMENTS

Metro Transit's financial statements provide information with respect to all of its activities and use accounting methods similar to those used by private-sector companies. The statements provide both long-term and short-term information about Metro Transit's financial status.

The comparative statements of net assets present information on all of Metro Transit's assets and liabilities, with the difference between assets and liabilities presented as net assets as of each year-end. The statements of net assets provide information about the nature and amount of investments in resources (assets) and obligations to creditors (liabilities). Over time, the statements demonstrate a measure of Metro Transit's financial health by providing a basis for the reader to evaluate capital structure, liquidity, and financial flexibility.

The two most recent years' operating and nonoperating revenues and expenses of Metro Transit are accounted for in the statements of revenues, expenses, and changes in net assets. The statements illustrate current- and prior-period results of operations and recovery of costs by receipt of fees and are instrumental in demonstrating continued creditworthiness. All changes in net assets are reported as soon as the underlying event occurs, irrespective of the timing of related cash flows. Readers should note that a 0.8% sales and use tax (throughout King County), fare revenues from passengers and federal, state, and local financial assistance support Metro Transit's activities.

The statements of cash flows for the periods ended December 31, 2005 and 2004 report cash receipts, cash payments, and net changes in cash derived from operating, financing, and investment activities. From the statements, the reader can discern Metro Transit's sources and applications of cash and identify reasons for differences between operating cash flows and operating income and the effect on the statements of net assets from operating, investing, capital, and financing activities.

The notes to financial statements provide additional information essential to obtain a full understanding of the data provided in the basic statements.

FINANCIAL ANALYSIS OF THE STATEMENTS OF NET ASSETS

Comparative data, presented in millions of dollars:

	2005	2004	2003
Current and other assets	$ 360.8	$ 303.0	$ 390.6
Capital assets	1,164.4	1,180.3	1,016.0
Total assets	1,525.2	1,483.3	1,406.6
Noncurrent liabilities	166.4	170.1	136.3
Other liabilities	118.1	109.4	120.2
Total liabilities	284.5	279.5	256.5
Net assets invested in capital assets	995.9	999.8	860.3
Net assets—restricted	197.1	171.3	263.6
Net assets—unrestricted	47.7	32.7	26.2
Total net assets	$ 1,240.7	$ 1,203.8	$ 1,150.1

Net assets serve as a useful indicator of Metro Transit's financial position. As of December 31, 2005 and 2004, assets of Metro Transit exceeded liabilities by $1,240.7 million and $1,203.8 million, respectively.

Of the total assets of Metro Transit at year-end 2005 and 2004, 76% and 80%, respectively, are invested in capital assets (e.g., buses, trolleys, buildings, operating bases, passenger facilities such as park and ride facilities, and other machinery and equipment). Metro Transit uses its capital assets to provide transportation services throughout King County. Metro Transit owns and operates a fleet of more than 1.4 thousand buses, comprising a number of different fleet types and ages. Purchase of a bus fleet replacement or expansion is a major investment for Metro Transit. Buses are replaced to ensure the most cost-efficient operation. Vehicle replacements are not purchased every year; rather, an entire fleet type is replaced when the fleet meets the criteria for replacement. To ensure that resources are available to fund future fleet replacements, Metro Transit maintains sufficient cash reserves to meet the funding requirements. These cash reserves increase and decrease in concert with fleet purchases. A large fleet replacement cycle was completed in 2004 and 2005, affecting capital assets, current and other assets, and elements of net assets.

Net assets of Metro Transit increased in years 2005 and 2004. The increase was $36.9 million (3.1%) in 2005 and $53.7 million (4.7%) in 2004. The change in 2005 is attributable to increases in cash balances resulting from gains reported by King County's pooled investment activities and an increase in the amount held for future fleet replacements. During 2005, Metro Transit benefited from strong sales tax growth as revenue grew 8.6% or $26.9 million from the 2004 levels. The reserve for future fleet replacement was replenished following the relatively large expenditure of funds in 2004 for bus purchases. In 2004, the increase was attributed to growth in capital assets resulting from the purchase of a new fleet of articulated buses, the majority of which are hybrid-electric vehicles.

Metro Transit reported its investment in capital assets, net of debt related to capital asset acquisitions, of $995.9 million and $999.8 million at year-end 2005 and 2004, relatively unchanged between two years. Metro Transit resources may be restricted for use in systematically replacing revenue-generating vehicles that meet the end of their useful lives, funding construction, meeting debt service requirements, satisfying bond covenants, or meeting regulatory requirements. Restricted net assets at year-end 2005 increased by $25.8 million or 15% due largely to an increase in funds for future fleet replacement. In 2004, restricted net assets declined as the reserve funds were used to purchase new bus fleet, resulting in the increase of investment in capital assets. Although stated net of related debt, Metro Transit's net investment in capital assets does not provide cash flow required to service or retire outstanding debt. Sales tax receipts pay debt service requirements and subsidize operations. Fares, sales tax receipts, and capital fund transfers also support operations.

FINANCIAL ANALYSIS OF THE STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS

Comparative data, presented in millions of dollars:

	2005	2004	2003
Operating revenues	$ 131.0	$ 113.3	$ 103.5
Operating expenses	523.4	478.9	462.8
Operating loss	(392.4)	(365.6)	(359.3)
Sales taxes	341.1	314.2	296.7
Contributions and grants	73.2	73.7	41.2
Transfers—net	(0.2)	(1.0)	0.4
Other—net	15.2	32.3	30.5
Change in net assets	$ 36.9	$ 53.6	$ 9.5

While the statements of net assets show changes in assets, liabilities and net assets, the statements of revenues, expenses, and changes in net assets provide insight into the source of these changes.

Net assets of Metro Transit increased $36.9 million in 2005 and $53.6 million in 2004. These changes were principally attributable to sales tax growth in 2005 and an increase in sales tax collection and grant revenue from the prior year in 2004.

In both 2005 and 2004, operating revenues increased by $17.7 million (15.6%) and $9.8 million (9.5%), respectively. Operating expenses increased by $44.5 million (9.3%) in 2005 and $16.1 million (3.5%) in 2004. In addition, net nonoperating revenues and expenses increased by $9.8 million (2.8%) in 2005 and $19.4 million (5.9%) in 2004. These changes were influenced by a number of factors:

- Operating expenses other than depreciation increased $27.6 million (6.8%) and $16.1 million (4.1%) in 2005 and 2004, respectively. Of the increase in 2005, 59% were employment-related expenses, which increased $16.3 million largely as a result of wage and benefit increases. Fuel expenses increased $7.6 million (27.5% of the total increase) in 2005, an increase of 43% more than the amount expended for fuel of all types in 2004. Similarly, 2004 included increases in wages of $7.9 million (49.4% of the total increase) and fuel costs of $4.2 million (26% of the total increase). The increases in both 2005 and 2004 can be attributed to higher service levels combined with cost-of-living increases, increased benefit costs, and rising costs of diesel fuel. For goods and services purchased from other County agencies, including reimbursement of the County's general fund for a share of general government services, the 2005 costs amounted to $45.9 million, an increase of $1.9 million (4.3%) over 2004, and the 2004 costs totaled $44.0 million, an increase of $2.7 million (6.5%) from the prior year.

- Depreciation expenses in 2005 increased by $16.9 million primarily due to the bus fleet acquired in 2004 being depreciated throughout the year. In 2004, this expense had a slight increase of $59.9 thousand over the previous year.

- Operating revenue in 2005 included funds received in the construction fund for work performed for others of $7.0 million. For both 2005 and 2004, other sources of increase included revenue from passengers increasing $2.0 million in 2005 and $3.5 million in 2004 due to increased boardings and increased services provided under contract with Sound Transit resulting in an increase of $2.4 million in 2005 and $3.3 million in 2004. In 2005, the transit advertising contract was awarded to a new vendor. The new vendor coupled with increased advertising activities resulted in an increase of $824.4 thousand in advertising revenue.

- Net proceeds from sale of land, buildings, and equipment in 2005 resulted in a $1.2 million gain compared to a loss of $4.0 million in 2004.

- Federal and other operating subsidies decreased by $21.6 million in 2005 due to the fact that available federal grant funds were directly associated with fleet purchases rather than assigned as a federal maintenance grant. In 2004, this revenue increased $11.4 million due to an increase in federal maintenance grants received.

- Investment earnings increased by $1.3 million from 2004 as market yields on short-term investments and balances invested increased during the year. In 2004, investment earnings declined by $1.4 million from the previous fiscal year as market yields on short-term investments remained at record lows and construction fund cash balances were used to invest in capital assets.

- Capital grant revenues derived from federal and state agencies in 2005 were essentially flat, with a slight decrease of $326.9 thousand from 2004. In 2004, the increase of $32.6 million was due to grants received for significant bus replacements that occurred during the year. A portion of the expenditure was eligible for grants awarded in 2005.

CAPITAL ASSETS

At December 31, 2005 and 2004, Metro Transit's investment in capital assets, net of depreciation, amounted to $1,164.4 million and $1,180.3 million, respectively. This is a net decrease of $16 million (1.3%) for 2005 and an increase of $164.3 million (16.2%) for 2004. The decrease in 2005 is related to retirements exceeding additions. In 2004, the increase is due to the acquisition of a new bus fleet replacing one that was almost fully depreciated. Increases to capital assets occurred during 2005 and during 2004 as Metro Transit continued to implement its capital improvement plans. Capital expenditures in work in progress relate to continued systemwide improvement and expansion, base expansions and modifications, and acquisition and development of passenger facilities, such as park-and-ride facilities.

DEBT ADMINISTRATION

Metro Transit has $165.3 million and $171.8 million of general obligation bonds outstanding at the end of 2005 and 2004, respectively. Although repaid from a portion of receipts from sales and use tax revenues, the full faith and credit of King County guarantees repayment of principal and interest on general obligation bonds.

At the time of the issuance of the Limited Tax General Obligation (Public Transportation Sales Tax) Bonds in May 2004, Metro Transit's bond ratings (including the effect of a bond insurance policy) were:

Standard & Poor's	Moody's Investors Service
AAA	Aaa

OTHER SIGNIFICANT ITEMS

Sales tax is the largest revenue item for Transit, comprising 60% of revenues of all types in 2005 and 59% in 2004. Sales tax revenue increased 8.6% in 2005 and 5.9% in 2004, reflecting an improvement in economic activity in King County and Washington State.

REQUESTS FOR INFORMATION

This financial report is designed to provide an overview of Metro Transit's financial condition at December 31, 2005 and 2004, and results for the periods then ended. Questions concerning this report or requests for additional information should be addressed to Pete Anthony, Chief Accountant/Manager, Financial Management Section, 500 Fourth Avenue Room 653, Seattle, Washington 98104.

KING COUNTY PUBLIC TRANSPORTATION ENTERPRISE

STATEMENTS OF NET ASSETS
DECEMBER 31, 2005 AND 2004

	2005	2004
ASSETS		
Current assets:		
Cash and cash equivalents	$ 49,467,557	$ 30,461,985
Accounts receivable	10,705,075	8,302,694
Due from other governments	9,020,398	3,550,134
State tax subsidies receivable	48,631,027	43,866,338
Inventory of supplies	15,059,983	13,360,004
	132,884,040	99,541,155
Noncurrent assets:		
Construction fund:		
Cash and cash equivalents	175,435,799	151,118,985
Accounts receivable	7,319,343	2,480,644
Notes receivable	1,456,000	1,516,900
Grants receivable	23,945,933	18,851,995
Local improvement district receivable	2,318,669	2,801,280
Bond fund—cash and cash equivalents	11,681,235	10,817,202
Other:		
Due from other funds	2,543,269	2,785,591
Prepaid rent	150,000	150,000
Lease deposit investments—at fair value		9,346,559
	224,850,248	199,869,156
Capital assets:		
Buildings and land improvements	877,132,605	828,881,732
Transportation equipment	607,617,741	681,017,124
Shop and other equipment	223,138,562	214,098,869
Accumulated depreciation and amortization	(828,736,039)	(823,585,226)
	879,152,869	900,412,499
Land	137,080,062	138,118,424
Work in progress	148,206,643	141,799,590
	1,164,439,574	1,180,330,513
Other:		
Prepaid rent	1,312,500	1,462,500
Due from employees	364,881	394,320
Other receivables	185,628	332,490
Other deferred charges	1,206,538	1,337,094
	3,069,547	3,526,404
Total assets	1,525,243,409	1,483,267,228

(Continued)

KING COUNTY PUBLIC TRANSPORTATION ENTERPRISE

STATEMENTS OF NET ASSETS
DECEMBER 31, 2005 AND 2004

	2005	2004
LIABILITIES		
Current liabilities:		
Accounts payable	$ 14,502,560	$ 11,251,091
Wages and benefits payable	49,535,196	45,176,062
Deferred revenues	14,084,578	11,280,583
Obligations under reverse repurchase agreements	8,448,681	568,180
Claims and judgments payable	830,111	2,047,784
	87,401,126	70,323,700
Current liabilities payable from restricted assets:		
Accounts payable	8,258,822	16,896,953
Wages and benefits payable	411,754	381,053
Interest payable	696,721	721,200
Obligations under reverse repurchase agreements	14,540,494	5,165,939
Capital leases payable	73,166	9,416,178
General obligation bonds payable	6,785,000	6,490,000
	30,765,957	39,071,323
Noncurrent liabilities:		
Advances from other funds	3,500,000	
General obligation bonds payable	158,495,000	165,280,000
Deferred bond discounts and refunding losses—net	726,982	764,692
Capital leases payable	3,611,355	3,684,521
Environmental remediation costs	50,000	382,500
	166,383,337	170,111,713
Total liabilities	284,550,420	279,506,736
COMMITMENTS AND CONTINGENCIES (Note 10)		
NET ASSETS		
Invested in capital assets—net of related debt	995,954,609	999,743,638
Restricted	197,074,801	171,320,518
Unrestricted	47,663,579	32,696,336
Total net assets	$1,240,692,989	$1,203,760,492

See notes to financial statements. (Concluded)

KING COUNTY PUBLIC TRANSPORTATION ENTERPRISE

STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET ASSETS
YEARS ENDED DECEMBER 31, 2005 AND 2004

	2005	2004
OPERATING REVENUES:		
Passenger	$ 77,825,638	$ 75,842,353
Sound Transit service and other contracts	27,529,652	25,202,150
Special service contracts	3,289,218	2,865,193
Advertising contract	4,424,350	3,600,000
Other	17,919,296	5,825,481
	130,988,154	113,335,177
OPERATING EXPENSES:		
Operations	243,749,737	226,984,591
Equipment and facility maintenance	92,025,865	90,441,164
Marketing and service planning	39,905,987	37,556,451
General and administrative	59,768,587	52,905,782
Depreciation and amortization	87,958,145	71,025,539
	523,408,321	478,913,527
OPERATING LOSS	(392,420,167)	(365,578,350)
NONOPERATING REVENUES (EXPENSES):		
Sales tax	341,149,234	314,192,142
Investment earnings	6,156,768	4,872,587
Gain (loss) on disposal of assets	1,244,728	(3,959,743)
Federal, state, and other operating subsidies	14,140,950	35,714,783
Grants to others	(1,572,000)	
Environmental remediation	332,500	
Interest	(5,046,499)	(4,241,156)
Amortization of bond discount and issuance costs	(102,846)	(101,723)
	356,302,835	346,476,890
LOSS BEFORE GRANTS, CONTRIBUTIONS, AND TRANSFERS	(36,117,332)	(19,101,460)
CAPITAL GRANT REVENUES	73,230,425	73,557,337
CAPITAL CONTRIBUTIONS		152,656
TRANSFERS—Net	(180,596)	(994,490)
CHANGE IN NET ASSETS	36,932,497	53,614,043
NET ASSETS—Beginning of year	1,203,760,492	1,150,146,449
NET ASSETS—End of year	$1,240,692,989	$1,203,760,492

See notes to financial statements.

KING COUNTY PUBLIC TRANSPORTATION ENTERPRISE

STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2005 AND 2004

	2005	2004
CASH FLOWS FROM OPERATING ACTIVITIES:		
Cash received from customers	$ 126,611,969	$ 113,803,167
Cash payments to suppliers for goods and services	(152,295,708)	(134,740,136)
Cash payments for employee services	(286,647,186)	(276,832,415)
Net cash used in operating activities	(312,330,925)	(297,769,384)
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES:		
Operating grants and subsidies	345,055,232	348,701,473
Grants to others	(1,572,000)	
Transfers	(180,596)	(841,834)
Advances from other funds	3,500,000	
Advances to other funds	146,862	147,130
Net cash provided by noncapital financing activities	346,949,498	348,006,769
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:		
Proceeds from disposal of capital assets	3,263,521	2,326,179
Acquisition of capital assets	(69,931,456)	(227,588,834)
Principal paid on general obligation bonds	(6,490,000)	(5,450,000)
Proceeds from new general obligation bond issue		49,695,000
Interest paid on general obligation bonds	(8,859,301)	(7,798,828)
Principal paid on capital leases	(9,416,178)	(16,045,985)
Interest paid on capital leases	(366,220)	(1,207,929)
Capital grants received	68,136,486	90,926,541
Assessment principal and interest received	482,611	542,268
Other	(10,000)	309,504
Net cash used in capital and related financing activities	(23,190,537)	(114,292,084)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Change in obligations under reverse repurchase agreements	17,255,056	(5,437,551)
Interest on investments (including unrealized gains/losses reported as cash and cash equivalents)	15,503,327	11,780,026
Net cash provided by investing activities	32,758,383	6,342,475
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	44,186,419	(57,712,224)
CASH AND CASH EQUIVALENTS—Beginning of year	192,398,172	250,110,396
CASH AND CASH EQUIVALENTS—End of year	$ 236,584,591	$ 192,398,172

(Continued)

KING COUNTY PUBLIC TRANSPORTATION ENTERPRISE

STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2005 AND 2004

	2005	2004
RECONCILIATION OF OPERATING LOSS TO NET CASH USED IN OPERATING ACTIVITIES:		
Operating loss	$ (392,420,167)	$ (365,578,350)
Adjustments to reconcile operating loss to net cash used in operating activities:		
Depreciation and amortization	87,958,145	71,025,539
Changes in assets:		
Accounts and notes receivable	(7,180,180)	(35,001)
Inventory of supplies	(1,699,979)	(947,323)
Due from other funds	242,322	(1,638,380)
Prepaid rent	150,000	150,000
Due from employees	29,439	15,946
Changes in liabilities:		
Accounts payable	(5,386,662)	1,988,633
Wages and benefits payable	4,389,835	(2,744,760)
Deferred revenues	2,803,995	502,990
Claims and judgments payable	(1,217,673)	(508,678)
Total adjustments	80,089,242	67,808,966
NET CASH USED IN OPERATING ACTIVITIES	$ (312,330,925)	$ (297,769,384)
SUPPLEMENTAL DISCLOSURES OF NONCASH CAPITAL AND RELATED FINANCING ACTIVITIES—		
Contribution of capital assets from government	$ -	$ 152,656

See notes to financial statements. (Concluded)

1. OPERATIONS AND ACCOUNTING POLICIES

Summary of Operations—The King County Public Transportation Enterprise ("Metro Transit") is an enterprise fund operated by the King County Department of Transportation in accordance with chapter 35.58 of the Revised Code of Washington ("RCW") to provide public transportation services to the urbanized areas of King County, Washington (the "County").

Metro Transit is an integral part of the County's reporting entity and is included as an enterprise fund in the County's comprehensive annual financial report. As an enterprise fund, Metro Transit is funded and operated separately from other County operations. Revenues, bond proceeds, and grants-in-aid are restricted by purpose. Accordingly, Metro Transit has separate accounting records and financial statements.

Metro Transit pays for goods and services purchased from other County agencies, including reimbursement of the County's General Fund for a share of general government. Expenses incurred by Metro Transit in doing business with other County agencies amounted to $45.9 million and $44.0 million in 2005 and 2004, respectively. In addition, Metro Transit, as a result of intracounty activity, incurs temporary interfund receivables and payables.

Significant Accounting Policies—Metro Transit is accounted for on a flow of economic resources measurement focus similar to that of a private enterprise organized for profit. Metro Transit's financial statements are prepared in accordance with accounting principles generally accepted in the United States of America as applied to governmental units using the accrual basis of accounting. Under this method, revenues are recorded when earned and expenses are recorded at the time liabilities are incurred. Metro Transit, in accordance with Governmental Accounting Standards Board ("GASB") Statement No. 20, *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities That Use Proprietary Fund Accounting*, elected not to apply all statements of the Financial Accounting Standards Board ("FASB") issued subsequent to November 30, 1989.

a. *Cash and Cash Equivalents*—Metro Transit considers as cash and cash equivalents all balances held with the King County Treasurer in the King County Investment Pool (the "Pool"), demand deposits at banks, petty cash/change funds, and cash with escrow agent. Unrealized gain or loss on Metro Transit's proportionate share of the Pool is reported as a component of investment earnings.

b. *Due to/from Other Funds*—Due to/from other funds consists of cash collected by other funds on behalf of Metro Transit, payments due for goods and services provided by other County funds, and advances made to other County funds.

c. *Inventory of Supplies*—Inventory of transit system and vehicle maintenance replacement parts and supplies is recorded at the lower of cost or market using the weighted-average costing method. Obsolete inventory is written off in the year that it is determined to be obsolete.

d. *Restricted Assets*—In accordance with Metro Transit's bond resolutions, King County Codes, state law, or other agreements, separate restricted assets have been established. These assets are restricted for specific purposes, including debt service payments and funding of capital projects. These funds are maintained in the construction fund and bond fund on the statements of net assets.

e. *Property, Plant, and Equipment*—The capitalization threshold in Metro Transit is $1,000. Provision for depreciation is made on a straight-line basis over the estimated useful lives of Metro Transit's assets, which range from 2 to 50 years. Depreciation of transportation equipment included in capital leases is determined by the terms of the leases.

   Repairs and maintenance are expensed as incurred; major renewals, replacements, and betterments are capitalized. Interest charges recognized on borrowings and outstanding obligations are allocated and capitalized for assets under construction.

   Metro Transit periodically reviews long-lived assets for impairment to determine whether any events or circumstances indicate the carrying value of the assets may not be recoverable. No impairment was identified in 2005 or 2004.

f. *Compensated Absences*—Employees earn vacation based on their date of hire and years of service. They may accumulate a maximum of 480 hours. Unused vacation at retirement or normal termination is considered vested and payable to the employee.

   Employees also earn up to 12 days of sick leave per year and may accumulate sick leave balances without limit. Employees or their beneficiaries are paid 35% of the accrued unused sick leave upon retirement or death. No amounts are paid for unused sick leave upon termination.

   Metro Transit accrues wages and benefits payable for unused vacation and sick leave in the period earned.

g. *Rebatable Arbitrage*—Metro Transit is subject to Internal Revenue Code regulations related to its tax-exempt debt. The Internal Revenue Code requires that earnings on gross proceeds of its tax-exempt debt that are in excess of the amount prescribed be rebated to the Internal Revenue Service. As such, Metro Transit would record any applicable excess earnings as an arbitrage liability. Metro Transit has no arbitrage liability as of December 31, 2005 and 2004.

h. *Amortization*—Bond issue costs, premiums, and discounts are amortized using the effective interest rate method over the term of the bonds.

   The excess costs incurred over the carrying value of bonds refunded on early extinguishment of debt are amortized as a component of interest expense, using the effective interest rate method, over the shorter of the remaining term of the refunded bond or the term of the new bond.

i. *Deferred Compensation*—The County offers a consolidated deferred compensation plan that complies with Internal Revenue Code (IRC) Section 457. The plan permits employees to defer a portion of annual compensation until future years. Participation in the plan is voluntary. The assets are not the property of Metro Transit and are not recorded in the financial statements.

j. *Operating and Nonoperating Revenues and Expenses*—Operating revenues result from exchange transactions of Metro Transit activities. Nonoperating revenues result from nonexchange transactions such as sales taxes, operating subsidies, and investment earnings. Expenses associated with providing public transportation services and operating Metro Transit facilities are considered operating.

k. *Revenues and Operating Subsidies*—Transit revenues include sales tax (throughout King County), fares, and federal, state, and local grants.

   Sales tax subsidies are the largest revenue item for transit. They are recognized as revenue in the period due to the County. In cases where Metro Transit has not received actual payment, an estimate based upon the latest information available from the collection authority is utilized to record the revenue and related receivable.

   The proceeds of the 0.8% sales tax levy are included in nonoperating revenues.

l. *Use of Estimates*—The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements. Changes in these estimates and assumptions are considered reasonably possible and may have a material impact on the financial statements.

m. *Capital Grant Revenues*—Assets acquired through contributions from third parties are recorded as additions to the appropriate capital asset accounts. Pursuant to GASB Statement No. 33, *Accounting and Financial Reporting for Nonexchange Transactions*, contributions are included in as capital grant revenues. Metro Transit received capital grant revenues of $73.2 million and $73.6 million for the years ended December 31, 2005 and 2004, respectively.

n. *Net Assets*—Pursuant to GASB Statement No. 34, *Basic Financial Statements—and Management's Discussion and Analysis—for State and Local Governments*, grant revenues, a portion of sales tax revenues and resources set aside for repayment of bonds, net of related liabilities, are classified as restricted net assets on the statements of net assets as their use is limited by externally imposed restrictions. Capital assets are reported as a separate component of net assets, net of related debt. Any net assets not subject to classification as restricted or invested in capital assets are reported as unrestricted.

o. *Reclassifications*—Certain reclassifications have been made to the prior-year statements to conform to the current-year presentation.

New Accounting Standards Adopted—GASB Statement No. 40, *Deposit and Investment Risk Disclosures*, establishes and modifies disclosure requirements related to investment risks: credit risk (including custodial credit risk and concentrations of credit risk), interest rate risk, and foreign currency risk. This statement also establishes and modifies disclosure requirements for deposit risk: custodial credit risk and foreign currency risk. GASB Statement No. 40 is effective for fiscal periods beginning after June 15, 2004, and was adopted by Metro Transit in 2005 without a material impact on its financial position or results of operations.

GASB Statement No. 42, *Accounting and Financial Reporting for Impairment of Capital Assets and for Insurance Recoveries*, establishes accounting and financial reporting standards for impairment of capital assets. A capital asset is considered impaired when its service utility has declined significantly and unexpectedly. This statement also clarifies and establishes accounting requirements for insurance recoveries. Metro Transit adopted this statement effective January 1, 2005, without a material impact on its financial position or results of operations.

In June 2004, the GASB issued Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pension*. GASB Statement No. 45 establishes accounting and financial reporting standards for benefits that are earned during an employee's active service, but will not be paid until after the employee retires. GASB Statement No. 45 is effective for Metro Transit beginning in fiscal year 2007. Metro Transit management is currently evaluating the potential impact of GASB Statement No. 45.

2. CASH, DEPOSITS, AND REVERSE REPURCHASE AGREEMENTS

The King County Treasurer is the custodian of Metro Transit's cash. Its cash on deposit with the King County Treasurer is pooled with cash from other County funds and other jurisdictions and either deposited in the County's bank account or invested by the County. The Pool functions essentially as a demand deposit account where Metro Transit receives an allocation of its proportionate share of pooled earnings.

The County has deposit and investment policies addressing risks that have the potential to result in losses of deposits and investments. The County maintains deposit relationships with several local commercial banks and thrift institutions in addition to its concentration bank. All deposits not covered by the Federal Depository Insurance Corporation ("FDIC") are covered by the Public Deposit Protection Commission of the State of Washington ("PDPC"), a statutory authority established under chapter 39.58 RCW. To the extent that uninsured public deposits of a financial institution exceed the PDPC's total value, equivalent proportions of the County's deposits in those institutions are exposed to custodial credit risk because they are uninsured and uncollateralized. The custodial credit risk for deposits is the risk that Metro Transit's deposits may not be returned to it in the event of a bank failure. As of December 31, 2005 and 2004, Metro Transit's bank balance was \$214.7 million and \$187.5 million, respectively. Of these amounts, \$10.4 million at year-end 2005 and \$6.0 million at year-end 2004 were exposed to custodial credit risk as uninsured and uncollateralized.

When deposits are denominated in a currency other than the U.S. dollar, there is foreign currency risk that is associated with currency fluctuation. As of December 31, 2004, Metro Transit had \$9.3 million of Japanese yen-denominated certificates of deposit with a final maturity date of July 1, 2005. These deposits were purchased by Metro Transit as part of a required contract agreement to lease buses from a Japanese leasing company. The deposits were held to cover lease payments required to be denominated in yen and as such did not present foreign currency risk. The lease contract expired in 2005, and Metro Transit did not maintain any deposits denominated in a foreign currency at 2005 year-end.

Statutes permit the Pool to enter into reverse repurchase agreements, a sale of securities with a simultaneous agreement to repurchase them in the future at the same price plus a contract rate of interest. Consistent with County policy, the proceeds from the reverse repurchase agreements are reinvested in other instruments with the same maturity as the collateral securities, resulting in a matched position.

Metro Transit has been allocated a proportionate share of the assets and liabilities associated with reverse repurchase agreements of the County based on its total equity in the Pool. The liabilities are reported as obligations under reverse repurchase agreements, and the assets are reflected as an increase in cash equivalents in the statements of net assets. Metro Transit's share of the reverse repurchase agreements was \$23.0 million and \$5.7 million at December 31, 2005 and 2004, respectively.

The amount of cash received in reverse repurchase agreements is normally less than the market value of the underlying securities. Should a third party default on obligations to resell these securities to the County, the County would be faced with an economic loss equal to the difference between the market value of the underlying securities and the agreement obligation. During fiscal years 2005 and 2004, no losses were incurred as a result of default.

3. RESTRICTED ASSETS

Within the noncurrent and other assets sections of the statements of net assets there are amounts that are restricted as to their use. As of December 31, 2005, $224.5 million was restricted for future construction projects and debt service requirements. Similarly, $198.2 million was set aside at 2004 year-end for future construction projects, debt services requirements, and sales leaseback obligations. The sales leaseback contract expired in 2005.

4. RISK MANAGEMENT

Metro Transit is exposed to a wide range of risks of loss, including those related to tort; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters.

Metro Transit participates in three County internal service funds to account for and finance property/casualty, workers' compensation, and employee medical and dental benefits self-insurance programs. The County contracts with a plan administrator to process medical and dental claims. County fund/claims managers, together with the Civil Division of the King County Prosecuting Attorney's Office, are responsible for processing all tort and workers' compensation claims.

Claims settlements and loss expenses are accrued in the three internal service funds for the estimated settlement value of both reported and unreported claims. These funds are responsible for collecting interfund premiums from insured funds and departments, for paying claims settlements, and for purchasing certain policies. Premiums attributable to Metro Transit are assessed by the County's internal service funds on the basis of claims experience, actuarial evaluation of future claims risk, and adequacy of available reserves. Premiums are recorded as an expense in the year paid and/or accrued.

5. LEASES AND LONG-TERM LIABILITIES

General Obligation Bonds—At December 31, 2005, bonds outstanding included $165.3 million of serial bonds maturing from June 1, 2006 through June 1, 2034, bearing interest at stated rates of 2.5% to 5.5% per annum. All bonds may be redeemed prior to maturity at declining premiums, after specific periods of time.

Park and Ride Lease—Metro Transit leases 150 parking stalls from Metropolitan Place LLC, a Washington limited liability company, for use by park and ride commuters. The lease has been accounted for as a capital lease, resulting in recognition of assets and a lease obligation at year-end 2005 of $3.7 million.

Other Lease—Metro Transit leases real property (space for approximately 150 parking stalls) from St. Vincent DePaul in the City of Kenmore and constructed a park-and-ride on the site. The lease term is 50 years with two 10-year options for renewal. The lease has been treated as an operating lease. The lease provides for an annual increase of 2% of the monthly payment on its anniversary date in October. Lease payments for 2005 and 2004 amounted to $221.8 thousand and $217.4 thousand, respectively.

Maturities of Long-Term Obligations—At December 31, 2005, the required principal and interest payments due are as follows:

Year(s) Beginning	General Obligation Bonds		Park-and-Ride Capital Lease		Total
	Principal	Interest	Principal	Interest	
January 1, 2006	$ 6,785,000	$ 8,348,494	$ 73,166	$ 181,834	$ 15,388,494
January 1, 2007	7,095,000	8,036,695	76,894	178,106	15,386,695
January 1, 2008	7,405,000	7,713,913	80,812	174,188	15,373,913
January 1, 2009	7,710,000	7,416,131	84,929	170,071	15,381,131
January 1, 2010	8,095,000	7,041,056	89,257	165,743	15,391,056
January 1, 2011–2015	47,020,000	28,642,750	519,317	755,683	76,937,750
January 1, 2016–2020	48,690,000	15,062,937	665,807	609,193	65,027,937
January 1, 2021–2025	8,980,000	7,340,054	853,619	421,381	17,595,054
January 1, 2026–2030	11,690,000	4,631,221	1,094,408	180,592	17,596,221
January 1, 2031–2034	11,810,000	1,249,475	146,311	2,439	13,208,225
Principal and interest amounts due	$ 165,280,000	$ 95,482,726	$ 3,684,520	$ 2,839,230	$ 267,286,476

Changes in Long-Term Liabilities—Long-term liability activity for the years ended December 31, 2005 and 2004, was as follows:

	Bonds Payable	Leases Payable
December 31, 2003	$ 127,525,000	$ 29,146,684
Additions	49,695,000	
Reductions	(5,450,000)	(16,045,986)
December 31, 2004	171,770,000	13,100,698
Reductions	(6,490,000)	(9,416,178)
December 31, 2005	$ 165,280,000	$ 3,684,520
Due within one year	$ 6,785,000	$ 73,166

Operating Lease—Future minimum lease payments for the St. Vincent DePaul lease are as follows:

Years	Operating Lease Payments
2006	$ 225,800
2007	230,400
2008	235,000
2009	239,700
2010	244,500
2011–2015	1,297,700
2016–2020	1,432,700
2021–2025	1,581,800
2026–2030	1,746,500
2031–2035	1,928,200
2036–2040	2,128,900
2041–2045	2,350,500
2046–2050	2,595,200
2051–2053	1,539,700
Total future minimum lease payments	$17,776,600

6. CAPITAL ASSETS

Changes in capital assets for the years ended December 31, 2005 and 2004, are shown in the following tables:

	January 1, 2005	Increases	Retirements and Disposals	December 31, 2005
Property and land improvements	$ 828,881,732	$ 50,447,433	$ (2,196,560)	$ 877,132,605
Transportation equipment	556,504,701	138,561,408	(87,448,368)	607,617,741
Leased transportation equipment	124,512,423	(124,512,423)		-
Major equipment and vehicles	114,174,390	4,122,226	(1,744,407)	116,552,209
Shop and other equipment	68,035,498	7,923,488	(1,484,563)	74,474,423
Land	138,118,424		(1,038,362)	137,080,062
Software development	31,888,981	430,779	(207,830)	32,111,930
Work in progress	141,799,590	80,335,008	(73,927,955)	148,206,643
	2,003,915,739	157,307,919	(168,048,045)	1,993,175,613
Less accumulated depreciation and amortization:				
Property and land improvements	(352,156,008)	(31,062,714)	1,817,513	(381,401,209)
Transportation equipment	(253,793,636)	(121,448,233)	77,975,703	(297,266,166)
Leased transportation equipment	(73,426,863)	73,426,863		-
Major equipment and vehicles	(76,393,775)	(5,690,920)	1,657,396	(80,427,299)
Shop and other equipment	(46,030,191)	(2,486,043)	1,440,802	(47,075,432)
Software development	(21,784,753)	(937,588)	156,408	(22,565,933)
	(823,585,226)	(88,198,635)	83,047,822	(828,736,039)
	$ 1,180,330,513	$ 69,109,284	$ (85,000,223)	$ 1,164,439,574

	January 1, 2004	Increases	Retirements and Disposals	December 31, 2004
Property and land improvements	$ 780,098,985	$ 48,792,765	$ (10,018)	$ 828,881,732
Transportation equipment	400,952,221	171,008,360	(15,455,880)	556,504,701
Leased transportation equipment	125,763,619		(1,251,196)	124,512,423
Major equipment and vehicles	112,291,539	2,019,131	(136,280)	114,174,390
Shop and other equipment	55,431,811	13,380,725	(777,038)	68,035,498
Land	138,118,424			138,118,424
Software development	30,022,413	1,866,568		31,888,981
Work in progress	142,097,821	239,343,301	(239,641,532)	141,799,590
	1,784,776,833	476,410,850	(257,271,944)	2,003,915,739
Less accumulated depreciation and amortization:				
Property and land improvements	(324,858,477)	(27,307,549)	10,018	(352,156,008)
Transportation equipment	(243,379,710)	(25,602,554)	15,188,628	(253,793,636)
Leased transportation equipment	(63,964,461)	(10,198,783)	736,381	(73,426,863)
Major equipment and vehicles	(70,945,633)	(5,584,422)	136,280	(76,393,775)
Shop and other equipment	(44,920,733)	(1,885,191)	775,733	(46,030,191)
Software development	(20,678,038)	(1,106,715)		(21,784,753)
	(768,747,052)	(71,685,214)	16,847,040	(823,585,226)
	$ 1,016,029,781	$ 404,725,636	$ (240,424,904)	$ 1,180,330,513

Interest expenses incurred in 2005 and 2004 were $9.20 million and $9.19 million, respectively. Of these amounts, Metro Transit capitalized $4.2 million in 2005 and $5.0 million in 2004. Capitalized interests are included in the increases column in the tables above.

7. EMPLOYEE BENEFIT PLANS

Defined Benefit Pension Plans—Substantially all full-time and qualifying part-time employees of Metro Transit participate in either the Public Employees Retirement System (“PERS”) or the Seattle City Employees’ Retirement System (“SCERS”). PERS is a statewide governmental retirement system administered by the State of Washington’s Department of Retirement Systems.

Historical trend and other information regarding PERS are presented in the State of Washington Department of Retirement Systems’ 2005 Comprehensive Annual Financial Report. A copy of this report may be obtained from the Department of Retirement Systems, P.O. Box 48380, Olympia, WA 98504-8380.

Historical trend and other information regarding SCERS are presented in the Seattle City Employees’ Retirement System’s 2005 Comprehensive Annual Financial Report. A copy of this report may be obtained from the Seattle City Employees’ Retirement System, 801 Third Avenue, Suite 300, Seattle, WA 98104.

Public Employees Retirement System—The Washington State Legislature established PERS in 1947 under RCW Chapter 41.40. PERS is a cost-sharing, multiple-employer defined benefit system.

The PERS plan contains three tiers. Participants who joined the system by September 30, 1977, are Plan I members. Those joining thereafter are enrolled in Plan II, unless the employee chooses Plan III. Retirement benefits for all plans are financed from employee and employer contributions and investment earnings. Retirement benefits are vested after various minimum periods of eligible service.

Plan I members are eligible for retirement after 30 years of service or at the age of 60 with five years of service, or at the age of 55 with 25 years of service. The annual pension is 2% of the final average salary per year of service, capped at 60%. If qualified, after reaching age 66, a limited cost-of-living allowance is granted.

Plan II members may retire at age 65 with five years of service, or at 55 with 20 years of service, with an allowance of 2% per year of service of final average salary. Plan II retirements prior to age 65 are actuarially reduced. There is no cap on years-of-service credit, and a limited cost of living allowance is granted.

Plan III members may retire with 10 years of service or with five service years, including one year earned after age 54, or with five service years under Plan II prior to transfer to Plan III. Plan III retirements prior to age 65 are actuarially reduced. With respect to the defined benefit portion of Plan III, there is no cap on years-of-service credit, and a limited cost of living allowance is granted.

Each biennium, the Legislature establishes Plan I employer contribution rates, Plan II employer and employee contribution rates, and Plan III employer rates. Contributions by employer and employee to Plan I are not necessarily adequate to fully fund the system. The employer and employee contribution rates for Plan II and the employer contribution rates to Plan III are developed by the Office of the State Actuary to fully fund future pension obligations. All employers are required to contribute at the level established by the Legislature.

Metro Transit's contribution rates expressed as a percentage of covered payrolls as of December 31, 2005, were:

	PERS Plan I 1/1–6/30/05	**PERS Plan I 7/1–12/31/05**	**PERS Plan II 1/1–6/30/05**	**PERS Plan II 7/1–12/31/05**	**PERS Plan III 1/1–6/30/05**	**PERS Plan III 7/1–12/31/05**
Employer	1.38 %	2.44 %	1.38 %	2.44 %	1.38 %	2.44 %
Employee	6.00	6.00	1.18	2.25	5–15	5–15
	7.38 %	8.44 %	2.56 %	4.69 %	6.38%–16.38%	7.44%–17.44%

Employer contributions to Plan III are the same as those required for Plan II. Employee contributions to Plan III are made to a separate defined contribution account and may vary from 5% to 15%.

With respect to 2005 and 2004, Metro Transit and employees made all required contributions. Metro Transit's required employer contributions for the years ended December 31, 2005 and 2004, were as follows:

	PERS Plan I	**PERS Plans II and III**
2005	$ 436,879	$ 3,571,992
2004	383,054	2,503,861
2003	389,376	2,259,857

Seattle City Employees' Retirement System—SCERS is a cost-sharing, multiple-employer retirement plan administered in accordance with the Seattle Municipal Code Chapter 4.36. Metro Transit employees who are former employees of Seattle Transit are covered by SCERS. SCERS provides retirement, death, and disability benefits.

Employees covered by this plan may retire after 30 years of service regardless of age, after age 52 with 20 years or more of service, after age 57 with 10 or more years of service, and after age 62 with five or more years of service. Disability retirement is available after 10 years of service. The unmodified monthly retirement allowance is based on a percentage of average salary for every year of service to a maximum of 60%. The average salary for this plan is defined as the highest consecutive 24-month average rate of pay. The percentage for each year of service used to compute the retirement benefit depends on the age at retirement and the years of service and ranges from 1.2% at age 52 with 20 years of service to a maximum of 2% for each year of service. The maximum allowance a member can receive is the unmodified plan, which has no provision for a beneficiary and under which all payments stop at the member's death. Several optional retirement benefit formulas exist that make provisions for beneficiaries with reduced monthly allowances.

Within SCERS, there were no material changes in benefit provisions in 2005.

The SCERS member contribution rate is 8.03% of compensation, except for members qualifying prior to June 1972 for lower rates. Metro Transit is required to contribute at an actuarially determined rate. The current rate is 8.03% of annual covered payroll. The contribution requirements of plan members and Metro Transit are established and may be amended by the Board of Administration. Both Metro Transit and the employees made the required contributions. Metro Transit's required employer contributions for the years ended 2005, 2004, and 2003 were $56.5 thousand, $72.6 thousand, and $84.6 thousand, respectively.

8. OPERATING SUBSIDIES AND GRANT REVENUE

The Federal Transit Administration and other government agencies award grants to Metro Transit to subsidize operating costs (operating subsidies) and to partially subsidize acquisition of facilities, vehicles, and equipment (capital grants). Operating subsidies are recorded as nonoperating revenue in the statements of revenues, expenses, and changes in net assets.

Capital grants and operating subsidies are subject to audit. During 2005 and 2004, audits and review of various capital grants and operating subsidies resulted in no material disallowance of prior expenditures. Expenditures determined to be disallowed could result in liabilities for Metro Transit to the original granting organization. Management is of the opinion that grant-funded expenses are in accordance with the grant terms.

9. TRANSFERS AND CAPITAL CONTRIBUTIONS

The King County Council approves ordinances and/or motions authorizing Metro Transit to contribute and receive amounts to and from various County funds. These net amounts are reported as transfers on the statements of revenues, expenses, and changes in net assets. The net cash transfers to other County funds from Metro Transit in 2005 and in 2004 were $180.6 thousand and $994.5 thousand, respectively.

During 2004, Metro Transit received capital contributions of capital assets in the amount of $152.7 thousand from an independent authority that is reported as a component unit of King County. Metro Transit did not receive capital contributions of capital assets in 2005.

10. COMMITMENTS AND CONTINGENCIES

Construction and Maintenance Programs—To support public transportation service delivery and expansion, Metro Transit plans to expend approximately $500.5 million from 2006 through 2011 on equipment, construction, and other capital improvement programs.

Metro Transit has a contract with a supplier who provides tires and maintenance thereon for all buses. The annual contract expense for future years is based upon the number of tires in service and miles of operation per tire and is not presently determinable. Contract expense amounted to $2.3 million and $2.2 million in 2005 and 2004, respectively.

Environmental Remediation—In 2004, Metro Transit had a remediation liability of $382.5 thousand for Jefferson base, Mercer base, and the Lake Union Tank Farm. The City of Seattle sold the Jefferson and Mercer properties. Cleanup activities for the Dearborn property were completed in previous years. There have been no subsequent impacts identified with these properties. In 2005, the liability was reduced from $382.5 thousand to $50.0 thousand to reflect estimated future costs for the cleanup of the Lake Union Tank Farm.

Office Facilities—Metro Transit currently rents office space from the Facilities Management Division of King County. Metro Transit is expected to continue to rent office space in future years. Office rents expensed in 2005 and 2004 were approximately $3.71 million and $3.66 million, respectively.

* * * * * *

King County Water Quality Enterprise

Financial Statements for the Years Ended December 31, 2005 and 2004, Supplemental Schedule for the Year Ended December 31, 2005, and Independent Auditors' Report

KING COUNTY WATER QUALITY ENTERPRISE

TABLE OF CONTENTS

Deloitte.

Deloitte & Touche LLP
Suite 3300
925 Fourth Avenue
Seattle, WA 98104-1126
USA

Tel: +1 206 716 7000
Fax: +1 206 965 7000
www.deloitte.com

INDEPENDENT AUDITORS' REPORT

To the King County Council
Seattle, Washington

We have audited the accompanying statements of net assets of King County Water Quality Enterprise ("Water Quality"), an enterprise fund of King County, as of December 31, 2005 and 2004, and the related statements of revenues, expenses, and changes in net assets and of cash flows for the years then ended. These financial statements are the responsibility of Water Quality's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Water Quality's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Water Quality as of December 31, 2005 and 2004, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying management's discussion and analysis on pages 2 through 8 is not a required part of the basic financial statements, but is supplementary information required by the Governmental Accounting Standards Board. This supplementary information is the responsibility of Water Quality's management. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedule of net revenues available for debt service for the year ended December 31, 2005, is presented as required by bond resolutions and is not a required part of the basic financial statements. This information has been subjected to the auditing procedures applied in our audit of the basic 2005 financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic 2005 financial statements taken as a whole.

Deloitte & Touche LLP

June 26, 2006

The following Management's Discussion and Analysis ("MD&A") of the King County Water Quality Enterprise's ("Water Quality") activities and financial performance provides an introduction and overview to the financial statements for the fiscal years ending December 31, 2005 and 2004.

The information in this MD&A has been prepared by Water Quality's management and should be used in combination with the accompanying financial statements and notes to provide a complete understanding of the data contained in the financial statements.

FINANCIAL HIGHLIGHTS

During 2005, Water Quality made significant investments in its continued implementation of the Regional Wastewater Services Plan ("RWSP") and replacement of existing assets. The RWSP is intended to build additional capacity for Water Quality to meet future projected population growth in its service area through 2030. As part of RWSP, a new treatment plant known as Brightwater is being constructed in southern Snohomish County. It is currently estimated that the total cost of the Brightwater project will be $1.6 billion (in 2005 constant dollars). In 2005 actual expenditures were $101.6 million, and cumulatively, $263.9 million. In 2005, work on the Brightwater project continued on schedule with completion of property acquisition for the treatment plant and 95% of the conveyance system parcels/easements. Nearly all major permits required for construction of the Brightwater system have been secured. In addition, Water Quality completed two major construction projects designed to control combined sewer overflows: Denny Way and Henderson/Martin Luther King Way CSO ("Combined Sewer Overflow"). The completion of the Henderson/Martin Luther King Way CSO project brought the last uncontrolled county CSO into Lake Washington and into compliance with state environmental requirements.

Water Quality remained focused on controlling operating costs during 2005 with operating expenses net of depreciation increasing $0.9 million between 2004 and 2005 to a total of $83.7 million. The monthly sewer rate increased from $23.40 in 2004 to $25.60 in 2005 and the associated Residential Customer Equivalents (RCE) customer base grew from 687,901 to 689,817 despite concerns of drought conditions in early 2005. Total sewer rate revenues increased by $3.8 million reflecting an overall 0.3% increase attributable to increases in both the sewer rate customer base and sewer rate. Capacity Charges for new sewer connections increased from $18.00 per residential equivalent per month to $34.05 per month for fifteen years. Capacity charge revenues increased $4 million reflecting a higher rate of $34.05, a $16.05 increase over 2004 and the addition of 9,628 new sewer connections. The intent of King County Council is to keep the capacity charge rate at $34.05 for new connections through 2007. In 2005, Water Quality created a rate stabilization reserve of $14.5 million from current year operating revenues. A rate stabilization reserve is used to maintain a level sewer rate across current and future years. When the reserve was created, associated operating revenues were excluded from the calculation of debt service coverage for 2005. When the reserve is used in future years, the associated operating revenue will be used in the calculation of debt service coverage for that year.

Water Quality issued $200.0 million of Limited Tax General Obligation Bonds in support of its capital program in 2005 at an average interest rate of 4.74%. Debt from state loans increased during 2005 as new, low-rate loans were received from the state of Washington to help fund the capital program at interest rates between 0.5% and 1.5%.

The results of operations for 2005 produced a debt service coverage ratio on senior lien debt of 1.33 which is in excess of the coverage covenant requirement of 1.15 and Water Quality's financial policy target of 1.25. Additionally a debt service coverage ratio of 1.22 was achieved on total debt.

Water Quality operations were stable during 2004, with operating expenses net of depreciation declining $0.1 million between 2003 and 2004 to a total of $82.8 million. The monthly sewer rate was unchanged from 2003 at $23.40. 2004 was the third year of a planned three-year level rate for monthly sewer charges. Total sewer rate revenues increased $1 million, reflecting an overall 0.4% increase in the sewer rate customer base. Capacity charge revenues increased $1.2 million, reflecting a higher rate of $18.00, a 40-cent increase over 2003, and the addition of 11,136 new sewer connections. Debt from state loans increased during 2004 as new, low-rate loans were received from the State of Washington to help fund the Water Quality's capital program.

The results of operations for 2004 produced a debt service coverage ratio on senior lien debt of 1.39, which is in excess of the coverage covenant requirement of 1.15 and Water Quality's financial policy target of 1.25.

OVERVIEW OF THE FINANCIAL STATEMENTS

This discussion and analysis is intended to serve as an introduction to Water Quality's basic financial statements. The basic financial statements are comprised of the comparative statements of net assets; statements of revenues, expenses and change in net assets; statement of cash flows; and the notes to the financial statements, which explain certain elements of the financial statements in greater detail.

REQUIRED FINANCIAL STATEMENTS

Water Quality's financial statements provide information with respect to all of its activities and use accounting methods similar to those used by private-sector companies. The statements provide both long-term and short-term information about Water Quality's financial status.

The comparative statements of net assets present information on all of Water Quality's assets and liabilities, with the difference between assets and liabilities presented as net assets as of each year-end. The statements of net assets provide information about the nature and amount of investments in resources (assets) and obligations to creditors (liabilities). Over time, the statements demonstrate a measure of Water Quality's financial health by providing a basis for the reader to evaluate capital structure, liquidity, and financial flexibility.

The two most recent years' operating and non-operating revenues and expenses of Water Quality are accounted for in the statements of revenues, expenses and changes in net assets. The statements illustrate the current and prior period results of operations and recovery of costs by receipt of fees and are instrumental in demonstrating continued creditworthiness. All changes in net assets are reported as soon as the underlying event occurs, irrespective of the timing of related cash flows. Readers should note that the principal support for Water Quality's activities (89.4% of operating revenues in 2005 and 88.8% in 2004) is receipt of monthly sewage disposal charges. Water Quality is a wholesale provider of sewage treatment services to thirty-three municipal and three non-municipal participants in King and Snohomish counties. The receipt of the monthly payments is governed by service agreements, the majority of which expire in July 2036.

The statements of cash flows for the periods ended December 31, 2005 and 2004, respectively, report cash receipts, cash payments and net changes in cash derived from operations, financing and investment activities. From the statements, the reader can discern Water Quality's sources and applications of cash during 2005 and 2004, reasons for differences between operating cash flows and operating income, and the effect on the statements of net assets from investing, capital and financing activities.

The notes to financial statements provide additional information essential to obtain a full understanding of the data provided in the basic statements.

FINANCIAL ANALYSIS OF THE STATEMENTS OF NET ASSETS

Comparative data, stated in millions of dollars:

	2005	2004	2003
Current assets	$41.7	$27.9	$28.3
Capital assets	2,050.3	1,893.1	1,782.9
Total assets	2,365.2	2,123.8	2,000.5
Total liabilities	2,037.5	1,783.8	1,662.8
Net assets invested in capital	200.8	212.1	228.5
Net assets-restricted	98.9	95.4	78.4
Net assets-unrestricted	28.0	32.4	30.8
Total net assets	327.7	339.9	337.7

Net assets serve as a useful indicator of Water Quality's financial position. As of December 31, 2005 and 2004, assets exceeded liabilities by $327.7 million and $339.9 million, respectively.

Of the total assets of Water Quality, at year-end 2005 and 2004, 86.7% and 89.1% respectively, are invested in capital assets such as treatment plants, pumping and regulator stations, interceptors and other equipment. Water Quality uses its capital assets to provide wholesale wastewater collection and treatment services in King and Snohomish counties. Current operating and debt service requirements are met by operating and non-operating revenues composed of monthly sewage disposal charges, a capacity charge for new customers, other special-handling charges, miscellaneous operating revenues and investment earnings.

Net assets decreased $12.2 million in 2005 and increased $2.2 million in 2004 or a decrease of 3.6% and an increase of 0.7%, respectively. This change of net assets was attributable to increased interest expense and decreased capital grants income in 2005.

Water Quality reported its investment in capital assets, net of debt related to capital asset acquisition, as $200.8 and $212.1 million at year-end 2005 and 2004 or an annual decrease of 5.6% and 7.2%, respectively. Resources of Water Quality may be restricted for use in construction, to meet debt service requirements, to satisfy bond covenants, or to meet regulatory restrictions. Restricted net assets increased by $3.5 million at year-end 2005, an increase of 3.7% and increased $17.0 million in 2004, an increase 21.8%. Unrestricted net assets decreased by $4.4 million in 2005 a decrease of 14.0% and increased by $1.6 million in 2004 or an increase of 5.1%.

FINANCIAL ANALYSIS OF THE STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS

Comparative data, stated in millions of dollars:

	2005	2004	2003
Operating revenues	$221.0	$217.3	$214.2
Operating expenses	171.8	171.2	170.6
Operating income	49.2	46.1	43.5
Non-operating revenues(expenses)	(64.4)	(59.5)	(52.1)
Grant revenues	3.2	15.9	11.4
Change in net assets	(12.2)	2.2	0.4

While the statements of net assets show changes in assets, liabilities, and net assets, the statements of revenues, expenses and changes in net assets provide insight into the source of these changes. Underlying the 2005 operating revenues is $14.5 million removed from monthly sewage disposal charge revenue and placed in a rate stabilization reserve for use in future years in compliance with Financial Accounting Standards Board's Statement of Financial Accounting Standards No. 71 (FAS 71). During 2005 and 2004, the statements report that operating revenues increased by $3.7 and $3.1 million or 1.7% and 1.5% respectively, while operating expenses increased by $0.6 million each year, or 0.4% each year. These changes were influenced by several factors:

- Water Quality collected a monthly sewage disposal charge of $25.60 in 2005 and $23.40 in 2004. The 2005 9.4% increase of $2.20 from 2004 to 2005 is the first year of an intended two year rate. Total sewage disposal fees increased by $4.7 million or 2.4% in 2005 due to this rate increase and an accompanying increase of 0.3% in the total number of customers from 2004 to 2005. Growth in the number of customers of 0.4% between 2003 and 2004 produced an increase of $1.0 million or 0.5% over 2003 for sewage disposal fees as the monthly sewer rate remained unchanged from 2003 to 2004.

- Other operating revenues, including capacity charges for new customers and other treatment charges, fell $0.9 million in 2005 or 3.7% following an increase of $2.1 million or 9.6% in 2004. On January 1, 2005, two changes affected capacity charge revenues. First, the monthly capacity charge rate was increased from $18.00 to $34.05 or 89.2% and secondly, the discount rate used to compute the early payoff of the capacity charge was changed from 8.0% to 5.5%. These two changes lead to a change in payment patterns of the capacity charge in 2004 and 2005. In 2004, early payoff revenues were $5.5 million or 31.6% of the year's total capacity charge revenues. In 2005, early payoff revenues were $3.3 million or 19.5% of the year's total capacity charge revenues. Actual new capacity charge connections increased by 9,628 in 2005 and 11,136 in 2004. More customers are now opting to pay over 15 years as opposed to paying early and taking the discount.

- Non-depreciation-related operating expenses increased $0.9 million or 1.1% in 2005 following a $0.1 million decrease or 0.1% in 2004. While most operating expenses of Water Quality remained stable throughout 2003-2005, the costs of petroleum based chemical products have risen sharply. Between 2004 and 2005 chemical related expenses increased from $3.0 to $4.1 million or an increase of 37.5%. These increases have been offset by lower electrical costs and efforts of Water Quality to lower overall operating expenses.

- Non-operating revenues and expenses (net expenses) were ($64.4) and ($59.5) million in 2005 and 2004, increases of ($4.9) and ($7.5) million or 8.1% and 14.4%, respectively.

The statements also report comparative amounts of capital grant revenues for 2005 and 2004:

- Capital grant revenues derived from federal and state agencies were $3.2 and $15.9 million in 2005 and 2004, respectively or a decrease of $12.7 million for 2005 and an increase of $4.5 million for 2004 compared to the previous years. This essentially completes the grants for the Denny Way CSO and Renton projects.

CAPITAL ASSETS

At December 31, 2005 and 2004, Water Quality's investment in capital assets, net of accumulated depreciation, was $2.1 and $1.9 billion, respectively. These are increases of $157.3 and $110.2 million or 8.3% and 6.2% respectively, over the previous year-end investment in capital assets, net of accumulated depreciation. The change is a result of replacement and additions to the interceptor and siphon systems, purchases of land, additional storage capacity, extensions of sewer trunk lines and continued efforts to control odor and improve sewage-handling technology.

The 2005 increase is directly related to continued implementation of Water Quality's RWSP. Large 2005 construction project expenditures include:

- $6.5 million for New Facilities at the Vashon Island Treatment Plant;

- $7.4 million for Conveyance System Improvements;

- $7.4 million for the Mathews Park Pump Station Improvements;

- $14.6 million for construction of Cogeneration Facility at South Treatment Plant;

- $101.6 million spent toward the Brightwater Treatment Plant and conveyance.

The 2004 increase is directly related to continued implementation of Water Quality's RWSP. Large 2004 construction project expenditures include:

- $18.3 million added to the Denny Way Combined Sewer Overflow project, a joint venture with Seattle Public Utilities, also partially funded by federal grants;

- $7.3 million to replace dewatering equipment at the South Treatment Plant;

- $11 million for the Henderson/Martin Luther King Way Combined Sewer Overflow project;

- $9.4 million for construction of Cogeneration Facility at South Treatment Plant;

- $82.7 million spent toward the Brightwater Treatment Plant and conveyance.

For more detailed information on capital assets please refer to the notes to the financial statements.

DEBT ADMINISTRATION

During 2005, Water Quality benefited from a moderate interest rate environment. In May 2005, proceeds from issuance of $200 million in Limited Tax General Obligation Bonds (payable from sewer revenues), were used to fund construction activities of Water Quality. The average interest rate on this bond issue was 4.74%.

During 2004, Water Quality benefited from declining interest rates. Rates paid on commercial paper and variable rate debt were substantially below amounts projected in setting the 2004 sewer rate. In March 2004, proceeds from issuance of Sewer Revenue Refunding Bonds, Series 2004B, were used for advance refunding of existing debt. The transaction reduced aggregate debt service payments by $7.2 million over the life of the bonds. The present value of the reduction of aggregate Water Quality debt service was $4.1 million. In March 2004, Water Quality also issued $185 million in Sewer Revenue Bonds, Series 2004A, proceeds of which were used to repay construction-related short-term debt and to fund construction activities. The average interest rate on this bond issue was 4.60%.

During 2005, Water Quality received loan proceeds from agencies of the state of Washington totaling $20.3 million. The loans carry below-market interest rates of 0.5% to 1.5% and repayment terms up to 20 years. During 2004, loan amounts totaling $9.1 million were received.

Water Quality has $1.2 billion of sewer revenue bonds outstanding at the end of 2005 and 2004. Revenue bonds are repaid from and secured by a pledge of earnings, revenues and money received by Water Quality from or on account of operation of the sewer system, to include receipts from sewage disposal fees and other income of Water Quality. Revenue bonds are not guaranteed by the full faith and credit of King County.

At the end of 2005, Water Quality had $548.1 million of general obligation bonds outstanding. At the end of 2004 the amount totaled $356.1 million. Although repaid from a portion of receipts from sewage disposal fees and other income, the full faith and credit of King County guarantees repayment of principal and interest on general obligation bonds. At time of the issuance of the general obligation bonds (double-barrel payable from sewer revenues) in 2005, Water Quality's bond ratings, as conditioned upon the delivery of an accompanying municipal bond insurance policy, were:

Moody's Investor's Service	**Standard & Poor's**
Aaa	AAA

Underlying ratings (those assigned by the ratings services without benefit of an accompanying municipal bond insurance policy) are "Aa1" for Moody's Investor's Service and "AA+" for Standard & Poor's. These ratings are based on general obligation bonds for King County as a whole.

Underlying ratings for Water Quality's revenue bond issue in 2004 were "A1" for Moody's Investor's Service and "AA-" for Standard & Poor's. In Water Quality's most recent bond rating for its May 1, 2006 revenue bond issue, Moody's Investor Service has confirmed its rating of "A1" and Standard & Poor's has raised its rating to "AA".

As required by bond covenant, Water Quality maintains a bond reserve account, which is funded by cash balances and surety policies. At December 31, 2005 and 2004, the cash balances in the reserve account were $68.9 and $67.1 million, respectively. In addition to bond covenant reserves, Water Quality also maintains financial policy reserves. At December 31, 2005 and 2004, the rate stabilization, liquidity and asset management financial policy reserves totaled $39.3 and $21.6 million, respectively.

For more detailed information on debt please refer to the notes to the financial statements.

DEBT SERVICE COVERAGE RATIOS

	2005	2004	2003
Parity Debt	1.33	1.39	1.46
Total Debt	1.22	1.30	1.40

Two debt service coverage ratios closely monitored by bond rating agencies are coverage on parity debt and coverage on total debt. By bond ordinance, Water Quality set sewer rates at a level adequate to provide net revenue equal to at least 1.15 times the annual debt service requirement on parity debt. Water Quality has an adopted policy to achieve a ratio of at least 1.25 on parity debt or 0.10 above the ratio required by bond ordinance. To further strengthen coverage performance, Water Quality has been targeting coverage of 1.15 on total debt since 2001. For 2005, 2004, and 2003 Water Quality has produced ratios on parity debt of 1.33 and 1.39 and 1.46 respectively, all comfortably in excess of the bond requirement of 1.15 and policy of 1.25.

REQUESTS FOR INFORMATION

This financial report is designed to provide an overview of Water Quality's financial condition as of years ending December 31, 2005 and 2004. Questions concerning this report or requests for additional information should be addressed to Pete Anthony, Chief Accountant for King County, 500 Fourth Avenue, Room 653, Seattle, Washington 98104.

KING COUNTY WATER QUALITY ENTERPRISE

STATEMENTS OF NET ASSETS
AS OF DECEMBER 31, 2005 AND 2004

	2005	2004
ASSETS		
Current assets:		
Cash and cash equivalents	$ 20,577,334	$ 8,831,534
Accounts receivable	16,440,707	14,355,486
Inventory of supplies	4,687,101	4,676,047
	41,705,142	27,863,067
Noncurrent assets:		
Revenue fund:		
Cash and cash equivalents	52,314,362	24,711,357
Accounts receivable	472,240	501,755
Construction fund:		
Cash and cash equivalents	39,850,022	14,830,778
Grants receivable	3,177,996	5,777,297
Accounts receivable		861,317
Due from other funds		403,937
Due from other governments	985,496	41,937
Bond fund—cash and cash equivalents	158,499,217	138,569,406
	255,299,333	185,697,784
Capital assets:		
Building and land improvements	1,569,248,142	1,310,940,771
Plant in service and other equipment	875,446,846	851,212,490
Less accumulated depreciation	(1,030,618,754)	(944,387,304)
	1,414,076,234	1,217,765,957
Land	110,369,647	67,979,536
Construction work in progress	525,864,847	607,311,853
	2,050,310,728	1,893,057,346
Other:		
Prepaid insurance	101,800	
Deferred environmental remediation costs	6,336,568	6,573,945
Other deferred charges	11,446,912	10,561,085
	17,885,280	17,135,030
Total assets	2,365,200,483	2,123,753,227

(Continued)

KING COUNTY WATER QUALITY ENTERPRISE

STATEMENTS OF NET ASSETS
AS OF DECEMBER 31, 2005 AND 2004

	2005	2004
LIABILITIES		
Current liabilities:		
Accounts payable	$ 8,720,396	$ 3,118,576
Interest payable	2,131,319	1,375,028
Wages and benefits payable	10,459,974	9,707,919
Notes payable	100,000,000	100,000,000
Obligations under reverse repurchase agreements	1,338,606	314,540
State loans payable	4,394,827	2,292,796
Due to other funds	1,148,412	772,689
Environmental remediation costs	1,803,073	1,205,909
	129,996,607	118,787,457
Current liabilities payable from restricted assets:		
Accounts payable	21,128,943	24,147,148
Interest payable	41,398,569	36,988,590
Wages and benefits payable	478,957	374,122
Rate stabilization—current portion	2,000,000	
Obligations under reverse repurchase agreements	28,663,904	5,809,565
Due to other funds	1,605,284	
Due to other governments	715,327	
General obligation bonds payable—current portion	6,215,000	7,970,000
Revenue bonds payable—current portion	23,115,000	20,585,000
	125,320,984	95,874,425
COMMITMENTS AND CONTINGENCIES (Note 10)		
Noncurrent liabilities:		
General obligation bonds payable	541,875,000	348,090,000
Revenue bonds payable	1,166,640,000	1,189,755,000
Deferred bond premium, discount, and refunding losses	(51,124,563)	(63,143,814)
Rate stabilization	12,500,000	
Environmental remediation costs	5,161,220	3,268,436
State loans payable	107,088,481	91,172,446
	1,782,140,138	1,569,142,068
Total liabilities	2,037,457,729	1,783,803,950
NET ASSETS		
Invested in capital assets—net of related debt	200,876,213	212,106,246
Restricted	98,888,865	95,437,565
Unrestricted	27,977,676	32,405,466
Total net assets	$ 327,742,754	$ 339,949,277

See notes to financial statements. (Concluded)

KING COUNTY WATER QUALITY ENTERPRISE

STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET ASSETS FOR THE YEARS ENDED DECEMBER 31, 2005 AND 2004

	2005	2004
OPERATING REVENUES:		
Sewage disposal fees	$ 197,569,401	$ 192,911,760
Other operating revenues	23,473,995	24,363,455
Total operating revenues	221,043,396	217,275,215
OPERATING EXPENSES:		
Sewage treatment, disposal, and transmission	70,602,645	71,438,381
General and administrative	13,048,720	11,339,723
Depreciation and amortization	88,154,840	88,421,735
Total operating expenses	171,806,205	171,199,839
OPERATING INCOME	49,237,191	46,075,376
NONOPERATING REVENUES (EXPENSES):		
Investment earnings	5,868,082	2,662,424
Interest	(63,371,524)	(56,016,231)
Amortization of bond premium, discount, and issuance costs	(5,484,796)	(5,650,538)
Loss on disposal of fixed assets and environmental remediation	(3,641,262)	(5,733,514)
Other	2,230,847	5,190,918
Total nonoperating expenses	(64,398,653)	(59,546,941)
LOSS BEFORE GRANTS, CONTRIBUTIONS, AND TRANSFERS	(15,161,462)	(13,471,565)
CAPITAL GRANT REVENUES	3,223,088	15,921,336
TRANSFERS—Net	(268,149)	(220,047)
CHANGES IN NET ASSETS	(12,206,523)	2,229,724
NET ASSETS—Beginning of year	339,949,277	337,719,553
NET ASSETS—End of year	$ 327,742,754	$ 339,949,277

See notes to financial statements.

KING COUNTY WATER QUALITY ENTERPRISE

STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2005 AND 2004

	2005	2004
CASH FLOWS FROM OPERATING ACTIVITIES:		
Cash received from customers	$ 233,405,448	$ 219,740,040
Cash payments to suppliers for goods and services	(46,302,500)	(56,389,465)
Cash payments for employee services	(31,534,364)	(32,489,701)
Net cash provided by operating activities	155,568,584	130,860,874
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES:		
Operating transfers out	(268,149)	(220,047)
Interest paid on short-term loans	(239,481)	
Net cash used in noncapital financing activities	(507,630)	(220,047)
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:		
Acquisition of capital assets	(220,060,633)	(221,512,835)
Principal paid on general obligation bonds	(7,970,000)	(6,950,000)
Interest paid on general obligation bonds	(24,922,717)	(18,411,743)
Proceeds of new bond issuance	200,000,000	246,760,000
Principal paid on bonds by refunding		(53,775,000)
Principal paid on revenue bonds	(20,585,000)	(20,700,000)
Interest paid on revenue bonds	(52,689,793)	(51,165,230)
Interest paid on notes payable	(2,408,634)	(1,400,151)
Principal paid on state loans	(2,259,634)	(2,071,562)
Proceeds of state loans	20,277,700	9,145,717
Interest paid on state loans	(1,244,858)	(878,879)
Capital grants received	5,822,391	5,282,463
Deferred costs	5,531,598	(8,227,103)
Net cash used in capital and related financing activities	(100,509,580)	(123,904,323)
CASH FLOWS FROM INVESTING ACTIVITIES—Interest and changes in reverse repurchase obligations	29,746,487	2,842,210

(Continued)

KING COUNTY WATER QUALITY ENTERPRISE

STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2005 AND 2004

	2005	2004
NET INCREASE IN CASH AND CASH EQUIVALENTS	$ 84,297,861	$ 9,578,715
CASH AND CASH EQUIVALENTS—Beginning of year	186,943,075	177,364,360
CASH AND CASH EQUIVALENTS—End of year	$ 271,240,936	$ 186,943,075
RECONCILIATION OF OPERATING INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES:		
Operating income	$ 49,237,191	$ 46,075,376
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation and amortization	88,154,840	88,421,736
Changes in assets that relate to operations:		
Accounts receivable	(1,194,389)	2,454,564
Inventory of supplies	(11,053)	(356,700)
Due from other governments	(943,558)	10,262
Changes in liabilities that relate to operations:		
Accounts payable	2,583,721	(4,114,388)
Wages and benefits payable	856,890	(57,859)
Rate stabilization	14,500,000	
Due to other funds	2,384,942	(1,572,117)
Total adjustments	106,331,393	84,785,498
NET CASH PROVIDED BY OPERATING ACTIVITIES	$ 155,568,584	$ 130,860,874
SUPPLEMENTAL DISCLOSURE OF NONCASH CAPITAL AND RELATED FINANCING ACTIVITIES—Contribution of capital assets from government	$ 393,443	$ 169,859
SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING ACTIVITIES—Changes in fair value of investments (held in investment pool)	$ 23,129,728	$ (1,009,316)

See notes to financial statements. (Concluded)

KING COUNTY WATER QUALITY ENTERPRISE

NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2005 AND 2004

1. OPERATIONS AND ACCOUNTING POLICIES

Summary of Operations—The King County Water Quality Enterprise ("Water Quality") is an enterprise fund operated by the King County Department of Natural Resources in accordance with Chapter 35.58 of the Revised Code of Washington ("RCW") to provide sewage treatment and water pollution abatement services to the urbanized areas of King County, Washington (the "County").

Water Quality is an integral part of the County reporting entity and is included, as an enterprise fund, in the County's comprehensive annual financial report.

As an enterprise fund, Water Quality is funded and operated separately from other operations of the County. Revenues, bond proceeds, and grants-in-aid are restricted by purpose. Accordingly, Water Quality has separate accounting records and financial statements.

Water Quality has long-term sewage disposal agreements with the cities and sewer districts that operate sewage collection systems within its service area. The monthly sewage disposal charge to the contracting cities and districts is based on Water Quality's estimated annual monetary requirements, including operating costs and debt service. Revenues from Water Quality's largest customer, the City of Seattle ("Seattle Public Utilities'), represent approximately 42.5% of total sewage disposal fees in both 2005 and 2004.

Water Quality purchases goods and services from other County agencies, including reimbursement of the County's general fund for a share of general government. Expenses incurred in doing business with other County agencies amounted to $26.1 million and $28.5 million in 2005 and 2004, respectively.

Significant Accounting Policies—Water Quality is accounted for on a flow of economic resources measurement focus similar to that of a private enterprise organized for profit. Water Quality's financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("Generally Accepted Accounting Principles"), as applied to governmental units, using the accrual basis of accounting. Under this method, revenues are recorded when earned and expenses are recorded at the time liabilities are incurred. Water Quality, in accordance with Governmental Accounting Standards Board ("GASB') Statement No. 20, *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities That Use Proprietary Fund Accounting*, elected not to apply all statements of the Financial Accounting Standards Board issued subsequent to November 30, 1989.

Cash and Cash Equivalents—Water Quality considers as cash and cash equivalents all balances held with the King County Treasurer in the King County Investment Pool (the "Pool") and petty cash. Unrealized gain or loss on Water Quality's proportionate share of the Pool is reported as a component of investment earnings.

Due to/From Other County Funds—Due to/from other funds consists of payments for goods and services or advances provided to or by other funds and for cash collected on behalf of or due from another fund.

Inventory of Supplies—Inventory is recorded at the lower of cost or market using the weighted-average cost method. Inventory is written off in the year that it is determined obsolete.

Restricted Assets—In accordance with Water Quality's bond resolutions, state law, or other agreements, separate restricted assets have been established. These assets are restricted for specific purposes, including debt service payments and funding of capital projects. These funds are maintained in the revenue fund, construction fund, and bond fund in the statements of net assets.

Capital Assets—The capitalization threshold in Water Quality is $1,000. The provision for depreciation is made on a straight-line basis over the estimated useful lives of Water Quality's capital assets, which range from 2 to 50 years.

Total interest incurred was $86.7 million and $76.2 million during the years ended December 31, 2005 and 2004, respectively, of which $23.3 million and $20.2 million, respectively, was capitalized.

Repairs and maintenance are expensed as incurred; major renewals, replacements, and betterments are capitalized.

Water Quality periodically reviews long-lived assets for impairment to determine whether any events or circumstances indicate the carrying value of the assets may not be recoverable. No impairment was identified in 2005 or 2004.

Environmental and Property Remediation Costs—Water Quality evaluates and accrues for environmental remediation based on engineering studies and engineering estimates of future potential costs. In prior years, Water Quality settled lawsuits related to certain environmentally damaged sites. In these settlements, Water Quality agreed to pay its portion of remediation and cleanup costs.

Water Quality funds the majority of its environmental expenditures with debt proceeds. Water Quality also receives grant funding to offset a portion of these costs. The initial settlement costs, net of the partial grant funding and other recoveries, are deferred and are being amortized over 40 years as revenues are collected from Water Quality's customers. Current remediation activities are expensed in the year incurred.

Rebatable Arbitrage—Water Quality is subject to Internal Revenue Code regulations related to its tax-exempt debt. The Internal Revenue Code requires that earnings on gross proceeds of its tax-exempt debt that are in excess of the amount prescribed be rebated to the Internal Revenue Service. As such, Water Quality would record any applicable excess earnings as an arbitrage liability. Water Quality has no arbitrage liability as of December 31, 2005 and 2004.

Compensated Absences—Employees earn vacation based upon their date of hire and years of service. They may accumulate a maximum of 480 hours. Unused vacation at retirement or normal termination is considered vested and payable to the employee.

Employees also earn up to 12 days of sick leave per year and may accumulate sick leave balances without limit. Employees or their beneficiaries are paid 35% of the accrued unused sick leave upon retirement or death. No amounts are paid for unused sick leave upon termination.

Water Quality records additions to wages and benefits payable for accrued and unused vacation and sick leave in the period earned.

Amortization—Bond issue costs and discounts are amortized to interest expense using the effective interest rate method over the term of the bonds.

The excess costs incurred over the carrying value of bonds refunded on early extinguishment of debt are amortized as a component of interest expense over the shorter of the remaining term of the refunded bond or the term of the new bond.

Deferred Compensation—The County offers a consolidated deferred compensation plan that complies with Internal Revenue Code Section 457. The plan permits employees to defer a portion of annual compensation until future years. Participation in the plan is voluntary. The assets are not the property of Water Quality and not recorded in the financial statements.

Use of Estimates—The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements. Specific estimates have been made in the areas of allowance for uncollectible accounts, environmental remediation costs, useful lives of capital assets, and future interest rates. Actual results could differ from these estimates.

Reclassifications—Certain reclassifications have been made to the prior-year statements to conform to the current-year presentation.

Capital Grant Revenues—Pursuant to GASB Statement No. 33, *Accounting and Financial Reporting for Nonexchange Transactions*, grant revenues are reported separately from operating and nonoperating revenues as capital grant revenues. Water Quality received capital grant revenues of $3.2 million and $15.9 million for the years ended December 31, 2005 and 2004, respectively.

Net Assets—Pursuant to GASB Statement No. 34, *Basic Financial Statements—and Management's Discussion and Analysis—for State and Local Governments,* grant revenues and resources set aside for repayment of bonds, net of related liabilities, are classified as restricted net assets in the statements of net assets, as their use is limited by externally imposed restrictions. Capital assets are reported as a separate component of net assets, net of related debt. Any net assets not subject to classification as restricted or invested in capital assets are reported as unrestricted.

New Accounting Standards Adopted—In 2003, the GASB issued Statement No. 40, *Deposit and Investment Risk Disclosures—an amendment of GASB Statement No. 3 ("GASB Statement No. 40").* This statement establishes and modifies disclosure requirements related to investment risks: credit risk (including custodial credit risk and concentrations of credit risk), interest rate risk, and foreign currency risk. This statement also establishes and modifies disclosure requirements for deposit risks: custodial credit risk and foreign currency risk. GASB Statement No. 40 is effective for fiscal periods beginning after June 15, 2004, and was adopted by Water Quality in 2005 without a material impact on its financial position or results of operations.

In 2003, the GASB issued Statement No. 42, *Accounting and Financial Reporting for Impairment of Capital Assets and for Insurance Recoveries.* This statement establishes accounting and financial reporting standards for impairment of capital assets. A capital asset is considered impaired when its service utility has declined significantly and unexpectedly. This statement also clarifies and establishes accounting requirements for insurance recoveries. Water Quality adopted this statement effective January 1, 2005, without a material impact on its financial position or results of operations.

In June 2004, the GASB issued Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions* ("GASB Statement No. 45"). GASB Statement No. 45 establishes accounting and financial reporting standards for benefits that are earned during an employee's active service, but will not be paid until after the employee retires. GASB Statement No. 45 is effective for Water Quality beginning in fiscal year 2007. Water Quality management is currently evaluating the potential impact of GASB Statement No. 45.

2. DEPOSITS AND REVERSE REPURCHASE AGREEMENTS

The King County Treasurer is the custodian of Water Quality's cash. Water Quality's cash on deposit with the King County Treasurer is pooled with cash from other County funds and other jurisdictions and either deposited in the County's bank account or invested by the County. The King County Investment Pool (the "Pool") functions essentially as a demand deposit account where Water Quality receives an allocation of its proportionate share of pooled earnings.

The County has deposit and investment policies addressing risks that have the potential to result in losses of deposits and investments. The County maintains deposit relationships with several local commercial banks and thrift institutions in addition to its concentration bank. All deposits not covered by the Federal Depository Insurance Corporation (FDIC) are covered by the Public Deposit Protection Commission of the State of Washington ("PDPC"), a statutory authority established under Chapter 39.58 of RCW. To the extent that uninsured public deposits of a financial institution exceed the PDPC's total value, equivalent proportions of the County's deposits in those institutions are exposed to custodial credit risk because they are uninsured and uncollateralized. The custodial credit risk for deposits is the risk that Water Quality's deposits may not be returned to it in the event of a bank failure. Assessing Water Quality's risk exposure, $8.8 million and $4.6 million of Water Quality's bank balance of $245.7 million and $181.5 million (as of December 31, 2005 and December 31, 2004, respectively) was exposed to custodial credit risk as uninsured and uncollateralized.

Statutes permit the Pool to enter into reverse repurchase agreements, a sale of securities with a simultaneous agreement to repurchase them in the future at the same price plus a contract rate of interest. Consistent with County policy, proceeds from the repurchase agreements are reinvested in other instruments with the same maturity as the collateral securities, resulting in a matched position.

Water Quality has been allocated a proportionate share of the assets and liabilities associated with reverse repurchase agreements of the County based on its total equity in the Pool. The liabilities are reported as obligations under reverse repurchase agreements and the assets are reflected as an increase in cash equivalents in the statements of net assets. Water Quality's share of the reverse repurchase agreements was $30.0 million and $6.1 million as of December 31, 2005 and 2004, respectively.

The amount of cash received in reverse repurchase agreements is normally less than the market value of the underlying security. Should a third-party default on their obligations to resell these securities to the County, the County would be faced with an economic loss equal to the difference between the market value of the underlying securities and the agreement obligation. During the fiscal years ended December 31, 2005 and 2004, no losses were incurred as a result of default.

3. RISK MANAGEMENT

Water Quality is exposed to a wide range of risks of loss, including those related to tort; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters.

Water Quality participates in three County internal service funds to account for and finance property/casualty, workers' compensation, and employee medical and dental benefits self-insurance programs. The County contracts with a plan administrator to process medical and dental claims. County fund/claims managers, together with the Civil Division of the King County Prosecuting Attorney's Office, are responsible for processing all tort and workers' compensation claims.

Claims settlements and loss expenses are accrued in the three internal service funds for the estimated settlement value of both reported and unreported claims. These funds are responsible for collecting inter-fund premiums from insured funds and departments, for paying claim settlements, and for purchasing certain policies. The County's internal service funds assess premiums attributable to Water Quality on the basis of claims experience, actuarial evaluation of future claims risk, and adequacy of available reserves. Premiums are recorded as an expense in the year paid or accrued.

Water Quality retains all risk associated with environmental claims.

4. LONG-TERM LIABILITIES AND NOTES PAYABLE

Sewer Revenue Bonds—As of December 31, 2005, bonds outstanding include $641.9 million of serial bonds maturing from January 1, 2006 through 2030, bearing interest at stated rates of 2% to 6.5% per annum, and $548.3 million of term bonds maturing on January 1 in the years 2024 through 2035, bearing interest at stated rates of 5% to 5.25% per annum.

Certain serial bonds may not be redeemed prior to maturity; other bonds may be redeemed at declining premiums after the lapse of specific periods of time. Monies in the sewer revenue bond fund may be used to purchase term bonds prior to maturity.

Payments from revenues of Water Quality are required to be made to the sewer revenue bond fund in annual amounts sufficient to retire serial or term bonds on or before maturity. At December 31, 2005, Water Quality designated restricted cash balances of $51.3 million as amounts to repay principal and interest due on revenue bonds on January 1, 2006.

Additional amounts of $68.9 million and $67.1 million held in the bond fund as bond reserves, as of December 31, 2005 and 2004, respectively, have been designated as net assets restricted for future debt service. Water Quality met additional reserve requirements required by the issuance of Sewer Revenue Bonds, Series 2004A, and Sewer Revenue Refunding Bonds, Series 2004B, by purchase of a surety policy issued by a private insurer. The amount required in the cash reserves and surety policies are based on the highest year of debt service over the life of all outstanding revenue bonds. As of December 31, 2005, Water Quality is in compliance with the combined amount required for the reserve and surety policies.

Defeased Debt—The Sewer Revenue Bonds, 1999 (Second Series) have been defeased and the outstanding balance of these bonds is $53.8 million as of December 31, 2005.

General Obligation Bonds—As of December 31, 2005, bonds outstanding include $228.1 million of serial bonds maturing January 1, 2006 through 2031, bearing interest at stated rates of 4.5% to 5.25% per annum. General Obligation Bonds outstanding also include $320 million of term bonds maturing on January 1, 2017 through 2035, bearing interest at stated rates of 4.6% to 6.25%.

In April 2005, Water Quality issued $200 million of general obligation bonds maturing from January 1, 2017 to 2035. The issue includes $140.9 million of serial bonds maturing from January 1, 2017 through 2031, bearing interest at stated rates of 4.5% to 5%, and $59.1 million of term bonds, maturing in 2035, bearing interest at the stated rate of 4.6%.

Certain serial bonds cannot be redeemed prior to maturity; other bonds may be redeemed at declining premiums after the lapse of specific periods of time.

State Loans—Water Quality has received loans from the Washington Department of Ecology under the Water Pollution Control State Revolving Fund Loan Program and the Washington Public Works Trust Fund. The loans require annual payments of principal and interest from 2005 through 2024 and bear interest at stated rates from 0.5% and 1.5%. As of December 31, 2005, the balance due on all state loans is $111.5 million. Water Quality maintains separate cash reserves of $12.7 million. These reserves are treated as restricted, being required under the Revolving Fund Loan Program.

Maturities of Long-Term Liabilities—As of December 31, 2005, required principal and interest payments are as follows:

	Revenue Bonds		Variable Rate Revenue Bonds	
Year(s) Beginning	**Principal**	**Interest**	**Principal**	**Interest**
January 1, 2006	$ 23,115,000	$ 54,469,486	$ -	$ 4,950,000
January 1, 2007	24,885,000	53,341,936		4,950,000
January 1, 2008	26,095,000	52,166,161		4,950,000
January 1, 2009	27,410,000	50,831,355		4,950,000
January 1, 2010	28,815,000	49,418,767		4,950,000
January 1, 2011–2015	171,595,000	224,064,173		24,750,000
January 1, 2016–2020	147,015,000	179,434,530		24,750,000
January 1, 2021–2025	164,815,000	142,688,141		24,750,000
January 1, 2026–2030	209,570,000	97,930,574		24,750,000
January 1, 2031–2035	266,440,000	41,063,938	100,000,000	9,900,000
	$1,089,755,000	$945,409,061	$100,000,000	$133,650,000

	General Obligation Bonds		State Loans		
Year(s) Beginning	**Principal**	**Interest**	**Principal**	**Interest**	**Total**
January 1, 2006	$ 6,215,000	$ 27,756,663	$ 4,757,669	$ 1,035,241	$ 122,299,059
January 1, 2007	6,005,000	27,446,750	5,985,566	1,375,424	123,989,676
January 1, 2008	6,270,000	27,148,538	5,741,026	1,302,938	123,673,663
January 1, 2009	6,600,000	26,837,063	5,806,629	1,229,863	123,664,910
January 1, 2010	6,925,000	26,509,063	5,873,221	1,155,799	123,646,850
January 1, 2011–2015	35,370,000	127,156,038	30,400,691	4,632,341	617,968,243
January 1, 2016–2020	85,830,000	114,333,738	31,486,643	2,627,381	585,477,292
January 1, 2021–2025	112,440,000	90,221,213	21,425,200	767,545	557,107,099
January 1, 2026–2030	142,835,000	59,027,400	6,663	100	534,119,737
January 1, 2031–2035	139,600,000	16,830,813			573,834,751
	$ 548,090,000	$543,267,279	$111,483,308	$ 14,126,632	$3,485,781,280

The future annualized interest payments for the variable rate revenue bonds are estimated based on conversion to long-term bonds at 90% of the current long-term bond rate of 5.50%.

Changes in Long-Term Liabilities—Long-term liability activity for the years ended December 31, 2005 and 2004, was as follows:

	Revenue Bonds Payable	General Obligation Bonds Payable	State Loans Payable
January 1, 2004	$1,038,055,000	$363,010,000	$ 86,391,087
Additions	246,760,000		9,145,717
Reductions	(74,475,000)	(6,950,000)	(2,071,562)
December 31, 2004	1,210,340,000	356,060,000	93,465,242
Additions		200,000,000	20,277,700
Reductions	(20,585,000)	(7,970,000)	(2,259,634)
December 31, 2005	$1,189,755,000	$548,090,000	$111,483,308

Commercial Paper (Notes Payable)—In December 1995, Water Quality initiated a commercial paper program that gives Water Quality the ability to issue up to $100 million. The program is supported by an annually renewable line of credit that expires November 30, 2015. As of December 31, 2005, $100 million was issued and outstanding under this program. The commercial paper has maturities ranging between 30 and 154 days and is classified as a current liability of Water Quality's operating fund.

Variable Rate Revenue Bonds—The variable rate bonds are supported by an annually renewable letter of credit that expires December 31, 2015.

Financial Policy Reserves—In addition to bond reserves related to Sewer Revenue Bonds, Water Quality maintains liquidity and asset management reserves in noncurrent assets totaling $24.8 million at December 31, 2005.

Compliance With Bond Resolutions—With respect to the year ended December 31, 2005, Water Quality complied with all covenants stipulated by its bond resolutions.

5. CHANGES IN CAPITAL ASSETS

Changes in capital assets for the years ended December 31, 2005 and 2004, are shown in the following tables:

	January 1, 2005	Increases	Retirements and Dispositions	December 31, 2005
Building and land improvements	$1,310,940,771	$ 261,684,621	$ (3,377,250)	$1,569,248,142
Major equipment and vehicles	8,418,360	113,185	(135,944)	8,395,601
Shop and other equipment	835,075,306	26,456,831	(2,202,159)	859,329,978
Software development	7,718,824	2,443		7,721,267
Land	67,979,536	42,390,111		110,369,647
Work in progress	607,311,853	221,922,534	(303,369,539)	525,864,848
	2,837,444,650	552,569,725	(309,084,892)	3,080,929,483
Less accumulated depreciation and amortization:				
Building and land improvements	(454,424,409)	(32,564,586)		(486,988,995)
Major equipment and vehicles	(3,858,488)	(739,264)	14,646	(4,583,106)
Shop and other equipment	(478,388,465)	(54,850,475)	1,908,744	(531,330,196)
Software development	(7,715,942)	(514)		(7,716,456)
	(944,387,304)	(88,154,839)	1,923,390	(1,030,618,753)
	$1,893,057,346	$ 464,414,886	$(307,161,502)	$2,050,310,730

	January 1, 2004	Increases	Retirements and Dispositions	December 31, 2004
Building and land improvements	$1,293,312,594	$ 19,538,369	$ (1,910,192)	$1,310,940,771
Major equipment and vehicles	8,172,930	245,430		8,418,360
Shop and other equipment	831,341,363	8,331,415	(4,597,472)	835,075,306
Software development	8,417,233		(698,409)	7,718,824
Land	50,073,118	17,906,418		67,979,536
Work in progress	454,297,338	211,602,928	(58,588,413)	607,311,853
	2,645,614,576	257,624,560	(65,794,486)	2,837,444,650
Less accumulated depreciation and amortization:				
Building and land improvements	(424,525,780)	(31,609,540)	1,710,911	(454,424,409)
Major equipment and vehicles	(3,137,595)	(720,893)		(3,858,488)
Shop and other equipment	(426,634,013)	(56,127,661)	4,373,209	(478,388,465)
Software development	(8,413,939)	(412)	698,409	(7,715,942)
	(862,711,327)	(88,458,506)	6,782,529	(944,387,304)
	$1,782,903,249	$ 169,166,054	$ (59,011,957)	$1,893,057,346

6. REGULATORY DEFERRALS

Rate Stabilization—The King County Council has taken various regulatory actions resulting in differences between the recognition of revenues for rate-making purposes and their treatment under generally accepted accounting principles for nonregulated entities. Changes to these balances and their inclusion in rates may occur only at the direction of the Council.

In 2005, pursuant to the Financial Accounting Standards Board's Statement of Financial Accounting Standards No. 71 (FAS 71) *Accounting for the Effects of Certain Types of Regulation*, the Council established a Rate Stabilization Reserve. This action created a regulatory liability which deferred $14.5 million from 2005 operating revenue to be set aside in a reserve and recognized in subsequent years to maintain stable sewer rates.

7. EMPLOYEE BENEFIT PLANS

Defined Benefit Pension Plans—Substantially all full-time and qualifying part-time employees of Water Quality participate in either the Public Employees' Retirement System ("PERS") or the Seattle City Employees' Retirement System ("SCERS"). PERS is a statewide governmental retirement system administered by the state of Washington's Department of Retirement Systems.

Historical trend and other information regarding PERS are presented in the State of Washington Department of Retirement Systems' 2005 Comprehensive Annual Financial Report. A copy of this report may be obtained from the Department of Retirement Systems, P.O. Box 48380, Olympia, Washington, 98504-8380.

Historical trend and other information regarding SCERS are presented in the Seattle City Employees' Retirement System's 2005 Comprehensive Annual Financial Report. A copy of this report may be obtained from the Seattle City Employees' Retirement System, 801 Third Avenue, Suite 300, Seattle, Washington, 98104.

Public Employees' Retirement System ("PERS")—The Washington State Legislature (the "Legislature") established PERS in 1947 under RCW Chapter 41.40. PERS is a cost-sharing, multiple-employer defined benefit system.

The PERS plan contains three tiers. Participants who joined the system by September 30, 1977, are Plan I members. Those joining thereafter are enrolled in Plan II, unless the employee chooses Plan III. Retirement benefits for all plans are financed from employee and employer contributions and investment earnings. Retirement benefits are vested after various minimum periods of eligible service.

Plan I members are eligible for retirement after 30 years of service or at the age of 60 with 5 years of service, or at the age of 55 with 25 years of service. The annual pension is 2% of the final average salary per year of service, capped at 60%. If qualified, after reaching age 66, a limited cost-of-living allowance is granted.

Plan II members may retire at the age of 65 with 5 years of service or at 55 with 20 years of service, with an allowance of 2% per year of service of the final average salary. Plan II retirements prior to the age of 65 are actuarially reduced. There is no cap on years-of-service credit and a limited cost-of-living allowance is granted.

Plan III members may retire with 10 years of service or with 5 service years, including one year earned after age 54 and 5 service years under Plan II prior to transfer to Plan III. Plan III retirements prior to age 65 are actuarially reduced. With respect to the defined benefit portion of Plan III, there is no cap on years-of-service credit, and a limited cost-of-living allowance is granted.

Each biennium, the Legislature establishes Plan I employer contribution rates, Plan II employer and employee contribution rates, and Plan III employer contribution rates. Employee contribution rates for Plan I are not necessarily adequate to fully fund the system. The employer and employee contribution rates for Plan II and the employer contribution rates for Plan III are developed by the Office of the State Actuary to fully fund future pension obligations. All employers are required to contribute at the level established by the Legislature.

Water Quality's contribution rates expressed as a percentage of covered payrolls as of December 31, 2005, were as follows:

	PERS Plan I 1/1–6/30/05	PERS Plan I 7/1–12/31/05	PERS Plan II 1/1–6/30/05	PERS Plan II 7/1–12/31/05	PERS Plan III 1/1–6/30/05	PERS Plan III 7/1–12/31/05
Employer	1.38 %	2.44 %	1.38 %	2.44 %	1.38 %	2.44 %
Employee	6.00	6.00	1.18	2.25	5–15	5–15
	7.38 %	8.44 %	2.56 %	4.69 %	6.38%–16.38%	7.44%–17.44%

Employer contributions to Plan III are the same as those required for Plan II. Employee contributions to Plan III are made to a separate defined contribution account and may vary from 5% to 15%.

Water Quality's required employer contributions for the years ended December 31 were:

	PERS Plan I	PERS Plans II and III
2005	$ 66,114	$ 881,186
2004	51,875	525,580
2003	55,405	455,416

Seattle City Employees' Retirement System (SCERS)—SCERS is a cost-sharing, multiple-employer retirement plan administered in accordance with the Seattle Municipal Code Chapter 4.36. Water Quality employees who are former employees of Seattle Transit are covered by SCERS. SCERS provides retirement, death, and disability benefits.

Employees covered by this plan may retire after 30 years of service regardless of age, after age 52 with 20 years or more of service, after age 57 with 10 or more years of service, and after age 62 with 5 or more years of service. Disability retirement is available after 10 years of service. The unmodified monthly retirement allowance is based on a percentage of average salary for every year of service to a maximum of 60%. The average salary for this plan is defined as the highest consecutive 24-month average rate of pay. The percentage for each year of service used to compute the retirement benefit depends on the age at retirement and the years of service and ranges from 1.2% at age 52 with 20 years of service to a maximum of 2% for each year of service. The maximum allowance a member can receive is the unmodified plan, which has no provision for a beneficiary, and under which all payments stop at the member's death. Several optional retirement benefit formulas exist that make provisions for beneficiaries with reduced monthly allowances.

Within SCERS, there were no material changes in benefit provisions in 2005.

The SCERS member contribution rate is 8.03% of compensation, except for members qualifying prior to June 1972 for lower rates. Water Quality is required to contribute at an actuarially determined rate. The current rate is 8.03% of annual covered payroll. The contribution requirements of plan members and

Water Quality are established and may be amended by the Board of Administration. Both Water Quality and the employees made the required contributions. Water Quality's required employer contributions for the years ended 2005, 2004, and 2003 were $2,078, $175, and $631, respectively.

8. OPERATING SUBSIDIES AND GRANT REVENUES

Various federal and state government agencies make grants to Water Quality to aid in financing construction costs (capital grants), including those on various projects included in the comprehensive plan, and for operating costs (operating subsidies). Operating subsidies are recorded as revenues in the statements of revenues, expenses, and changes in net assets. Capital grants amounted to $3.2 million and $15.9 million for the years ended December 31, 2005 and 2004, respectively.

9. TRANSFERS AND CAPITAL CONTRIBUTIONS

The King County Council approves ordinances and/or motions authorizing Water Quality to contribute and receive amounts to and from various County funds. These net amounts are reported as transfers in the statements of revenues, expenses, and changes in net assets. During 2005 and 2004, the net cash transfers to other funds from Water Quality were $268.1 thousand and $220 thousand, respectively.

10. COMMITMENTS AND CONTINGENCIES

Construction Program—The Federal Water Pollution Control Act requires that municipal sewage be subjected to secondary treatment. Major facilities have been included in Water Quality's construction plan to meet this requirement, including five treatment plants that are being improved or modified to provide secondary treatment under compliance schedules that have been or will be established by permit, by court-approved consent decree, or by administrative order.

Water Quality is continuing to design, acquire, and construct treatment facilities and conveyance lines within the guidelines of the construction plan. As of December 31, 2005, Water Quality plans to expend approximately $2.1 billion through 2011 to complete the requirements of the construction plan. The majority of the expenditures will be used for construction of secondary treatment facilities (including an additional sewage treatment plant) and combined sewer overflow control facilities.

Contingencies and Claims—Water Quality has received claims from contractors involved in construction projects. The contractors have claimed amounts in excess of the original contract sums. Water Quality intends to defend its case in these actions and cannot assess the likelihood of an adverse outcome; however, management believes any adverse outcomes would not have a material impact on Water Quality.

In prior years, Water Quality agreed to pay a portion of remediation costs to clean up contaminated sediments and restore aquatic habitats in Elliott Bay and the Lower Duwamish River. Although the Department of Ecology has not mandated remediation of any of these sites, Water Quality has conducted a review and has identified seven areas near combined sewer overflows that may require sediment remediation. Due to the high level of regulatory review, approval requirements, and the environmental permitting associated with these projects, and the uncertainty related to the particular remediation alternative for each project, the schedule of required remediation and costs of remediation has not been fully determined. However, Water Quality has accrued $5.5 million and $2.4 million for the sediment remediation plan as of December 31, 2005 and 2004, respectively. Water Quality has accrued $1.5 million and $2 million for the Lower Duwamish Waterway remediation project as of December 31, 2005 and 2004, respectively.

Office Facilities—Water Quality currently rents office space from the Department of Construction and Facilities Maintenance of King County. Water Quality has not entered into a formalized legal contract for the use of these spaces but is expecting to continue to rent office space for future years. Rent expenses incurred in 2005 and 2004 were approximately $1.4 million and $1.3 million, respectively.

11. SUBSEQUENT EVENT

In May 2006, Water Quality issued $124.1 million of Sewer Revenue and Refunding Bonds. The proceeds of the bonds will be used to fund Water Quality's ongoing program to improve and maintain the sewer system and to partially refund Sewer Revenue Bonds, 1999, 1st Series.

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SUPPLEMENTAL SCHEDULE

KING COUNTY WATER QUALITY ENTERPRISE

SUPPLEMENTAL SCHEDULE OF NET REVENUES AVAILABLE FOR DEBT SERVICE FOR THE YEAR ENDED DECEMBER 31, 2005

Water Quality is obligated by applicable bond ordinances to set sewage disposal rates at a level adequate to provide net revenue equal to at least 1.15 times the annual debt service requirements for sewer revenue and general obligation bonds payable from revenues of Water Quality as these terms are defined in the related bond ordinances. It is adopted policy of Water Quality to achieve a debt service coverage ratio of 1.25.

Coverage (1.15 required by covenant, adopted policy 1.25)	1.33

In 2001, Water Quality adopted a new debt service target of 1.15 times the annual debt service for bonds, obligations, notes, and loans of Water Quality.

Coverage (1.15 adopted target)	1.22

Water Quality is required to generate revenues sufficient to pay all costs of operation of the sewage treatment system and debt service on obligations of Water Quality.

Coverage (1.00 required by covenant)	1.15

In 2001, Water Quality issued an additional tier of revenue bonds. The bond covenants of the Junior Lien Variable Rate Demand Sewer Revenue Bonds, Series 2001A and Series 2001B, require that sewage disposal rates provide net revenue equal to at least 1.10 times the annual debt service requirements for all Junior Lien obligations after payment of senior lien requirements.

Coverage (1.10 required by covenant)	12.26